#### UNITEDHEALTH GROUP INC

Form 4 June 09, 2008

### FORM 4

### **OMB APPROVAL**

Expires:

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

3235-0287

January 31,

2005

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

06/05/2008

Stock (1) Common

Stock

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading WICHMANN DAVID S Issuer Symbol UNITEDHEALTH GROUP INC (Check all applicable) [UNH] 3. Date of Earliest Transaction (Last) (First) (Middle) Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) C/O UNITEDHEALTH GROUP 06/05/2008 EVP & Pres, UHG Operations INCORPORATED, 9900 BREN **ROAD EAST** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting MINNETONKA, MN 55343 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities (Instr. 3) Code (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) (D) Price Code V Amount Common

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Α

36,452

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

53,697 (2)

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by 401(k)

### Edgar Filing: UNITEDHEALTH GROUP INC - Form 4

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying Sec (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	I S
Stock Appreciation Rights	\$ 33.94	06/05/2008		A	203,642	06/05/2009(3)	06/05/2018	Common Stock	

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

WICHMANN DAVID S C/O UNITEDHEALTH GROUP INCORPORATED 9900 BREN ROAD EAST MINNETONKA, MN 55343

EVP & Pres, UHG Operations

## **Signatures**

By: Christopher J. Walsh, Attorney-In-Fact For: David S.
Wichmann

06/09/2008

\*\*Signature of Reporting Person Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The restricted stock units will vest at a rate of 25% annually on June 5 from the years 2009 through 2012.
- (2) Includes shares acquired under UnitedHealth Group's Employee Stock Purchase Plan.
- (3) The stock appreciation rights vest at a rate of 25% annually on June 5 from the years 2009 through 2012.

#### **Remarks:**

Remarks:

**Exhibit List** 

#### Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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