QUAM LOIS E Form 4 February 14, 2003

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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

### FORM 4

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

O Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue.
See Instruction 1(b)

Name and Address of Reporting Person* (Last, First, Middle) Quam, Lois E.			2.	Trad	r Name and Ticker or ing Symbol dHealth Group Incorporated (UNH)	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)			
9900 Bren Road East					ment for (Month/Day/Year)	5.	If Amendment, Date of Original (Month/Day/Year)			
			_	Febru	ary 14, 2003					
(Street) Minnetonka, MN 55343			6.		ionship of Reporting Person(s) to r (Check All Applicable)	7.	Individual or Joint/Group Filing (Check Applicable Line)			
				o	Director O 10% Owner		X	Form filed by One Reporting Person		
(City)	(State)	(Zip)		X	Officer (give title below)		0	Form filed by More		
				o	Other (specify below)			than One Reporting Person		
					Chief Executive Officer, Ovations					

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

\* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

		Tab	le I	Non-Derivative S	ecu	rities Acquir	ed, Disposed of, o	r B	Seneficially Owne	ed	
Title of Security (Instr. 3)	2.	Transaction Date (Month/Day/Year)		Deemed Execution Date, if any. (Month/Day/Year)	3.	Transaction4. Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5.	Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownershi (Instr. 4)
						Code V	(A) or Amount (D) Price				
Common Stock									5,577	D (1)	
Common Stock									650	I	by 401(k)
						Page 2					

# $\begin{tabular}{ll} \textbf{Table II} & \textbf{Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ & (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1.	Title of Derivative Security (Instr. 3)	2.	Conversion or Exercise Price of Derivative	3.	Transaction Date (Month/Day/Year)	Deemed Execution 4. Date, if any (Month/Day/Year)	Code	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				
			Security				0)	CodeV (A)(D)				
								Non-Qualified Stock Option (right to buy) \$80.2400 2/12/03 A 50,000				
						Page 3						

. Date Exerci Expiration I (Month/Day/	Date	7. Title an of Unde Securiti (Instr. 3	rlying es	8.	Price of Derivative Security (Instr. 5)	Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares							
(2)	2/12/13	Commo	n 50,000			50,000				

#### **Explanation of Responses:**

- (1) The number of shares has increased as a result of 9 shares acquired in January 2003 through the issuer's Employee Stock Purchase Plan.
- (2) These options are exercisable at the rate of 25% per year over a period of four years commencing on the first anniversary of the grant date.

/s/ David J. Lubben

February 14, 2003

\*\*Signature of Reporting Person \*\*By: David J.

Date

Lubben

For: Lois E. Quam

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).