

UNITEDHEALTH GROUP INC  
 Form 4  
 December 13, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 BURKE RICHARD T

2. Issuer Name and Ticker or Trading Symbol  
 UNITEDHEALTH GROUP INC  
 [UNH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/11/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O UNITEDHEALTH GROUP, 9900 BREN ROAD EAST

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

MINNETONKA, MN 55343

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/11/2012		M		10,000 A \$ 21.4275	2,522,506	D
Common Stock	12/11/2012		M		1,920 A \$ 20.86	2,524,426	D
Common Stock	12/11/2012		M		10,000 A \$ 22.82	2,534,426	D
Common Stock	12/11/2012		M		1,760 A \$ 23.19	2,536,186	D
Common Stock	12/11/2012		M		10,000 A \$ 25.155	2,546,186	D

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Common Stock	12/11/2012	M	1,540	A	\$ 27.575	2,547,726	D	
Common Stock	12/11/2012	M	10,000	A	\$ 25.88	2,557,726	D	
Common Stock	12/11/2012	M	1,720	A	\$ 26.175	2,559,446	D	
Common Stock	12/12/2012	S	150,000	D	\$ 55.3643 (1)	2,409,446	D	
Common Stock						85,808	I	by Spouse (2)

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

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SEC 1474  
(9-02)

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option (right to buy)	\$ 21.4275	12/11/2012		M	10,000	01/02/2003	01/02/2013	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 20.86	12/11/2012		M	1,920	02/11/2003	02/11/2013	Common Stock	1,
Non-Qualified Stock Option (right to buy)	\$ 22.82	12/11/2012		M	10,000	04/01/2003	04/01/2013	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 23.19	12/11/2012		M	1,760	05/07/2003	05/07/2013	Common Stock	1,
Non-Qualified Stock Option	\$ 25.155	12/11/2012		M	10,000	07/01/2003	07/01/2013	Common Stock	10

(right to buy)

Non-Qualified Stock Option (right to buy)	\$ 27.575	12/11/2012	M	1,540	07/29/2003	07/29/2013	Common Stock	1,
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Non-Qualified Stock Option (right to buy)	\$ 25.88	12/11/2012	M	10,000	10/01/2003	10/01/2013	Common Stock	10
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Non-Qualified Stock Option (right to buy)	\$ 26.175	12/11/2012	M	1,720	10/28/2003	10/28/2013	Common Stock	1,
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURKE RICHARD T C/O UNITEDHEALTH GROUP 9900 BREN ROAD EAST MINNETONKA, MN 55343	X			

## Signatures

Dannette L. Smith, Attorney-in-Fact for Richard T. Burke	12/13/2013
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\*\*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).

This transaction was executed in multiple trades ranging from \$55.01 to \$55.81 per share. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(2) The reporting person disclaims beneficial ownership of the common stock of UnitedHealth Group Incorporated held by his spouse except to the extent of his pecuniary interest therein.

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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