

UNITEDHEALTH GROUP INC

Form 4

February 03, 2005

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LUBBEN DAVID J**

(Last) (First) (Middle)

**C/O UNITEDHEALTH GROUP  
INCORPORATED, 9900 BREN  
ROAD EAST**

(Street)

**MINNETONKA, MN 55343**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/03/2005**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Secretary and General Counsel

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|---------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount  | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 02/03/2005                           |                                                    | M                              |                                                                   | 94,348  | A          | \$ 13.0625                                                                                    | 96,109                                                   | D                                                     |
| Common Stock                    | 02/03/2005                           |                                                    | M                              |                                                                   | 61,476  | A          | \$ 11.7188                                                                                    | 157,585                                                  | D                                                     |
| Common Stock                    | 02/03/2005                           |                                                    | S                              |                                                                   | 155,824 | D          | \$ 90.1721                                                                                    | 1,761                                                    | D                                                     |
| Common Stock                    |                                      |                                                    |                                |                                                                   |         |            |                                                                                               | 158                                                      | I by 401(k)                                           |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | 8. Amount or<br>Number of S |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|-----------------------------|
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 11.7188                                                         | 02/03/2005                              |                                                             | M                                    | 61,476                                                                                                       | 08/01/2004 02/11/2007                                          | Common<br>Stock                                                | 61                          |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 13.0625                                                         | 02/03/2005                              |                                                             | M                                    | 94,348                                                                                                       | 02/06/2004 02/06/2008                                          | Common<br>Stock                                                | 94                          |

## Reporting Owners

| Reporting Owner Name / Address                                                                       | Relationships                                                  |
|------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|
| LUBBEN DAVID J<br>C/O UNITEDHEALTH GROUP INCORPORATED<br>9900 BREN ROAD EAST<br>MINNETONKA, MN 55343 | Director 10% Owner Officer Secretary and General Counsel Other |

## Signatures

David J. Lubben 02/03/2005

\_\_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).

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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