

UNITEDHEALTH GROUP INC
Form 4
December 12, 2007

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)
12/12/2007

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

C/O UNITEDHEALTH GROUP INCORPORATED, 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		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	(A) or (D)			
Common Stock	12/12/2007		S		982	D	\$ 57.5	2,742,318	D
Common Stock	12/12/2007		S		4,218	D	\$ 57.51	2,738,100	D
Common Stock	12/12/2007		S		1,100	D	\$ 57.52	2,737,000	D
Common Stock	12/12/2007		S		3,600	D	\$ 57.65	2,733,400	D
	12/12/2007		S		1,200	D		2,732,200	D

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Common Stock						\$ 57.66			
Common Stock	12/12/2007		S	1,000	D	\$ 57.68	2,731,200	D	
Common Stock	12/12/2007		S	4,300	D	\$ 57.69	2,726,900	D	
Common Stock	12/12/2007		S	900	D	\$ 57.7	2,726,000	D	
Common Stock	12/12/2007		S	1,800	D	\$ 57.71	2,724,200	D	
Common Stock	12/12/2007		S	4,800	D	\$ 57.72	2,719,400	D	
Common Stock	12/12/2007		S	1,500	D	\$ 57.73	2,717,900	D	
Common Stock	12/12/2007		S	100	D	\$ 57.74	2,717,800	D	
Common Stock	12/12/2007		S	1,397	D	\$ 57.75	2,716,403	D	
Common Stock	12/12/2007		S	600	D	\$ 57.76	2,715,803	D	
Common Stock	12/12/2007		S	8,403	D	\$ 57.77	2,707,400	D	
Common Stock	12/12/2007		S	3,600	D	\$ 57.78	2,703,800	D	
Common Stock	12/12/2007		S	8,700	D	\$ 57.79	2,695,100	D	
Common Stock	12/12/2007		S	1,800	D	\$ 57.8	2,693,300	D	
Common Stock							117,248	I	by Spouse <u>(1)</u>

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

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(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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3 and 4)	Own Follo Repo Trans (Instr
	Code V (A) (D) Date	Expiration Date	Title
		Exercisable	Amount or Number of Shares

Reporting Owners

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

Signatures

By: Dannette L. Smith, Attorney-In-Fact For: Richard T. Burke
12/12/2007

__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 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. 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.