

WILENSKY GAIL R
Form 4
April 23, 2013

FORM 4

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

OMB APPROVAL

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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 *
WILENSKY GAIL R

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)
04/19/2013

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				(A) or (D)	Price
Common Stock	04/19/2013		M			10,000	A	\$ 25.155	58,161	D	
Common Stock	04/19/2013		M			740	A	\$ 27.575	58,901	D	
Common Stock	04/19/2013		M			10,000	A	\$ 25.88	68,901	D	
Common Stock	04/19/2013		M			840	A	\$ 26.175	69,741	D	
Common Stock	04/19/2013		M			10,000	A	\$ 29.52	79,741	D	

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Common Stock	04/19/2013	M	500	A	\$ 30.045	80,241	D
Common Stock	04/19/2013	M	10,000	A	\$ 32.485	90,241	D
Common Stock	04/19/2013	M	860	A	\$ 30.94	91,101	D
Common Stock	04/19/2013	S	42,940	D	\$ 60 ⁽¹⁾	48,161	D

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 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)	Amount or Number of Shares
Non-qualified stock option (right to buy)	\$ 25.155	04/19/2013		M	10,000	07/01/2003 07/01/2013	Common Stock	10,000
Non-qualified stock option (right to buy)	\$ 27.575	04/19/2013		M	740	07/29/2003 07/29/2013	Common Stock	740
Non-qualified stock option (right to buy)	\$ 25.88	04/19/2013		M	10,000	10/01/2003 10/01/2013	Common Stock	10,000
Non-qualified stock option (right to buy)	\$ 26.175	04/19/2013		M	840	10/28/2003 10/28/2013	Common Stock	840
Non-qualified stock option (right to buy)	\$ 29.52	04/19/2013		M	10,000	01/02/2004 01/02/2014	Common Stock	10,000
Non-qualified stock option	\$ 30.045	04/19/2013		M	500	02/03/2004 02/03/2014	Common Stock	500

(right to buy)									
Non-qualified stock option (right to buy)	\$ 32.485	04/19/2013		M	10,000	04/01/2004	04/01/2014	Common Stock	10,000
Non-qualified stock option (right to buy)	\$ 30.94	04/19/2013		M	860	05/12/2004	05/12/2014	Common Stock	860

Reporting Owners

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

Signatures

Dannette L. Smith, Attorney-in-Fact for Gail R. Wilensky 04/23/2013

 **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) This transaction was executed in multiple trades at \$60.00 per share. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer information regarding the number of shares sold in each trade.

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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