Sweere Lori Form 4 February 11, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Sweere Lori

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

UNITEDHEALTH GROUP INC

3. Date of Earliest Transaction

[UNH]

(Last) (First) (Middle)

(Month/Day/Year) 02/09/2011

10% Owner Director

(Check all applicable)

EVP, Human Capital

X_ Officer (give title below)

Other (specify

C/O UNITEDHEALTH GROUP, 9900 BREN ROAD EAST

(State)

(Street) 4. If Amendment, Date Original

(Zip)

Filed(Month/Day/Year) Applicable Line)

6. Individual or Joint/Group Filing(Check

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

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

MINNETONKA, MN 55343

(City)

							, <u>.</u>	,	•
1.Title of	2. Transaction Date	3. 4. Securities Acquired			5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)				Securities	Ownership	Indirect
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial	
		(Month/Day/Year)	(Instr. 8)	instr. 8)			Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
				(1)			Reported	(Instr. 4)	
					(A)		Transaction(s)		
				or			(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	,		
Common	02/00/2011		E	1 220	Ъ	\$	57 600	D	
Stock	02/09/2011		F	1,239	D	42.07	57,608	D	
20011						,			
Common	02/00/2011			23,770		Φ.Ω	01 270 (2)	Ъ	
Stock	02/09/2011		A	(1)	A	\$ 0	81,378 <u>(2)</u>	D	
				_					

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	٥
Derivative Conversi		(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative		•		Securities			(Instr.	3 and 4)		(
	Security				Acquired]
	J				(A) or]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
					.,						
									Amount		
						Date	Expiration		or		
							Date	Title Numl	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sweere Lori C/O UNITEDHEALTH GROUP 9900 BREN ROAD EAST MINNETONKA, MN 55343

EVP, Human Capital

Signatures

Dannette L. Smith, Attorney-in-Fact for Lori K.

Sweere 02/11/2011

**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 restricted stock units will vest at a rate of 33% on February 9, 2012; December 28, 2012; and February 9, 2014.

Amount does not include performance-based restricted stock units granted to the executive officer on February 9, 2011, as performance awards not tied to stock price are not derivative securities for purposes of Section 16 under guidance from the staff of the SEC. The

number of performance-based restricted stock units that the executive officer will receive will be determined at the end of the 3-year performance period and will be dependent upon the achievement of cumulative 3-year EPS and average return-on-equity performance metrics approved by the Compensation and Human Resources Committee. The target number of performance-based restricted stock units is 23 770

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.

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