HEMSLEY STEPHEN J

Form 4

February 05, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

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obligations may continue.

See Instruction

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 * HEMSLEY STEPHEN J

(First)

(Street)

(State)

02/01/2013

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

UNITEDHEALTH GROUP INC

[UNH]

(Check all applicable)

President & Chief Exec Officer

(Instr. 4)

I

(Last)

C/O UNITEDHEALTH

(Middle)

3. Date of Earliest Transaction

_X__ Director X_ Officer (give title below)

10% Owner Other (specify

(Month/Day/Year) 02/01/2013

GROUP, 9900 BREN ROAD EAST

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

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

Person

MINNETONKA, MN 55343

(City) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Securities Ownership Beneficially Owned Form: Following Reported Direct (D) Transaction(s) or Indirect (Instr. 3 and 4) (I)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

or Code V Amount (D) Price

4.508

(A)

F

2,594,177.5923 D

by 401(k)

Common

Common

Stock

Stock

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

55.77

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294.6895

SEC 1474 (9-02)

number.

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

	1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title		8. Price of Derivative	9. Nu Deriv
Security or Exerc (Instr. 3) Price of Derivat		or Exercise Price of Derivative Security	se	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/Year) e		Underlying Securities (Instr. 3 and 4)	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships				
• 0	Director	10% Owner	Officer	Other	
HEMSLEY STEPHEN J C/O UNITEDHEALTH GROUP 9900 BREN ROAD EAST MINNETONKA, MN 55343	X		President & Chief Exec Officer		

Signatures

Dannette L. Smith, Attorney-in-Fact for: Stephen J.
Hemsley
02/05/2013

**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).

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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