UNITEDHEALTH GROUP INC

Form 4

Stock

Stock

Common

December	15, 2016											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL N OMB			
	Washington, D.C. 20549								3235-0287			
if no lo subject Section Form 4 Form 5 obligati may co	to STATE 1. 16. or Filed putions Section 17	mENT OF CH arsuant to Section (a) of the Public 30(h) of the	SECU on 16(a) of c Utility H	JRITIES the Securi olding Cor	ties E	Exchange y Act of	Act of 1934, 1935 or Section	Expires: Januar Estimated average burden hours per response				
See Ins 1(b).	truction	30(II) 01 the	e mvesume	nt Compai	iy Ac	ii 01 1940	J					
(Print or Type	e Responses)											
	Address of Reporting Y STEPHEN J	Symb UNI	ool TEDHEA	and Ticker on		6	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
		[UN	-				•					
	(First) TEDHEALTH 19900 BREN ROA	(Mon 12/1	te of Earliest th/Day/Year 3/2016	Transaction			X Director 10% OwnerX Officer (give title Other (specify below) Chief Exec Officer					
	(Street)	Filed	Amendment, (Month/Day/Y	Date Origina (ear)	ıl		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
MINNETO	ONKA, MN 5534	3					Person	re than One Rep	orting			
(City)	(State)	(Zip)	Γable I - Noι	n-Derivative	Secui	rities Acqu	ired, Disposed of,	or Beneficially	y Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transacti Code (Instr. 8)	4. Securitie onor Dispose (Instr. 3, 4	d of (I	O)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
			Code V	Amount	(D)	Price	(Ilistr. 3 and 4)	(Instr. 4)				
Common Stock	12/13/2016		A	655.721 (1)	A	\$0	1,755,927.846 (2)	D				
Common Stock	12/14/2016		F	970.196 (3)	D	\$ 159.86	1,754,957.65	D				
Common Stock							307.4715	I	by 401(k)			
Common							722,285	I	by			

GRAT1

GRAT2

by

I

361,167

Common Stock 366,500 I by GRAT3

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. ioiNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amou Under Securi	int of rlying	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HEMSLEY STEPHEN J C/O UNITEDHEALTH GROUP 9900 BREN ROAD EAST MINNETONKA, MN 55343

X

Chief Exec Officer

Signatures

Amy L. Schneider, Attorney-in-Fact for Stephen J. Hemsley 12/15/2016

**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) Represents dividend equivalents paid on outstanding deferred stock units and restricted stock units. The dividend equivalents are subject to the same terms as the respective underlying units and are forfeited if such units do not vest.
- (2) Excludes 361,167 shares previously owned directly which were contributed to a grantor retained annuity trust on October 5, 2016 and 366,500 shares previously owned directly which were contributed to a grantor retained annuity trust on October 6, 2016.

Reporting Owners 2

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(3) Represents the cancellation of shares for the payment of a FICA tax liability.

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.