

Sweere Lori
Form 4
June 20, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
Sweere Lori

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)
06/19/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Human Capital

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 Indirect Ownership (Instr. 4)
				Code V	Amount	Price	
Common Stock	06/19/2012		M	25,455	A \$ 33.94	101,320.656	D
Common Stock	06/19/2012		F	19,201	D \$ 59.42	82,119.656	D
Common Stock	06/19/2012		S	6,254	D \$ 60.1202	75,865.656	D

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

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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 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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Rights	\$ 33.94	06/19/2012		M	25,455	(2) 06/05/2018	Common Stock	25,455

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 Sweere
Date: 06/20/2012

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).
- This transaction was executed in multiple trades ranging from \$60.111 to \$60.122 per share. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- (1) The stock appreciation rights vest at a rate of 25% annually on June 5 from the years 2009 through 2012.

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.

1; border-bottom-width: 1" > Common Stock 27,489.6065 I By Empl. Stock
Ownership Plan Common Stock 10,388.3651 I By Trust (2) Common Stock 12,276 I By Wife in Trust

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(9-02)

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(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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option	\$ 37.54 (3)					05/05/2006 05/05/2015	Common Stock	10,000
Stock Option	\$ 43.15 (3)					05/04/2007(4) 05/04/2016	Common Stock	17,500
Stock Option	\$ 49.09 (3)					05/03/2008(4) 05/03/2017	Common Stock	18,000
Stock Option	\$ 43 (3)					05/01/2009(4) 05/01/2018	Common Stock	5,000
Stock Option	\$ 47.36 (3)					08/01/2009(4) 08/01/2018	Common Stock	5,000
Stock Option	\$ 49.73 (3)					11/03/2009(4) 11/03/2018	Common Stock	5,000
Stock Option	\$ 49.89 (3)					02/02/2010(4) 02/02/2019	Common Stock	5,000
Stock Option	\$ 39.9 (3)					05/07/2010(4) 05/07/2017	Common Stock	4,700
Stock Option	\$ 43.49 (3)					08/03/2010(4) 08/03/2017	Common Stock	4,700
Stock Option	\$ 42.9 (3)					11/02/2010(4) 11/02/2017	Common Stock	4,700
Stock Option	\$ 44.62 (3)					02/01/2011(4) 02/01/2018	Common Stock	4,700
						05/06/2011(4) 05/06/2018		4,000

Explanation of Responses:

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Stock Option	\$ 49.34 <u>(3)</u>			Common Stock	
Stock Option	\$ 49.2 <u>(3)</u>	08/02/2011 ⁽⁴⁾	08/02/2018	Common Stock	4,000
Stock Option	\$ 50.26 <u>(3) (4)</u>	11/01/2011	11/01/2018	Common Stock	4,000
Stock Option	\$ 55.28	02/01/2012 ⁽⁴⁾	02/01/2019	Common Stock	4,000
Stock Option	\$ 58.73	05/05/2012 ⁽⁴⁾	05/05/2019	Common Stock	4,000
Stock Option	\$ 62.62	08/01/2012 ⁽⁴⁾	08/01/2019	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONDANVILLE JOSEPH E 9025 N. LINDBERGH DRIVE PEORIA, IL 61615			Senior Vice President/CFO	

Signatures

/s/ Joseph E.
Dondanville

08/11/2011

**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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 Sales Plan adopted by the Reporting Person on June 9, 2011.
- (2) Ownership reflects dividend reinvestment.
- (3) Stock Option grant price adjusted to reflect \$7 RLI extraordinary dividend paid 12/29/10.
- (4) Pursuant to option schedule wherein 20% of the aggregate number of shares granted may be exercised commencing one year from grant date and each year thereafter in 20% increments.

Remarks:

This form is one of five Form 4s filed on August 11, 2011 for transactions effected by the Reporting Person on August 9 and A

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