

UNITEDHEALTH GROUP INC
 Form 4
 April 19, 2007

FORM 4

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

OMB APPROVAL

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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 *
 Burke Forrest Gregory

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)
 04/17/2007

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Acting General Counsel

C/O UNITEDHEALTH GROUP
 INCORPORATED, 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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

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SEC 1474
 (9-02)

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

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| 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 Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 42.865 | 04/17/2007 ⁽¹⁾ | | D ⁽¹⁾ | | 90,000 | | ⁽¹⁾ | 01/04/2015 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 47.915 | 04/17/2007 ⁽¹⁾ | | A ⁽¹⁾ | | 90,000 | | ⁽¹⁾ | 01/04/2015 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 47.34 | 04/17/2007 ⁽¹⁾ | | D ⁽¹⁾ | | 30,000 | | ⁽¹⁾ | 05/02/2015 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 48.57 | 04/17/2007 ⁽¹⁾ | | A ⁽¹⁾ | | 30,000 | | ⁽¹⁾ | 05/02/2015 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 57.89 | 04/17/2007 ⁽¹⁾ | | D ⁽¹⁾ | | 20,000 | | ⁽¹⁾ | 10/31/2015 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 60.07 | 04/17/2007 ⁽¹⁾ | | A ⁽¹⁾ | | 20,000 | | ⁽¹⁾ | 10/31/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Burke Forrest Gregory C/O UNITEDHEALTH GROUP INCORPORATED 9900 BREN ROAD EAST MINNETONKA, MN 55343 | | | Acting General Counsel | |

Signatures

/s/ Forrest G. Burke
04/19/2007

**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).

Reflects action taken to increase the exercise price of any stock option (or portion thereof) that was granted to Mr. Burke prior to his becoming an executive officer of UnitedHealth Group Incorporated and is potentially subject to a surtax under Section 409A of the

- (1) Internal Revenue Code to the closing price of the Company's common stock on the accounting measurement date for that stock option. For Section 16 reporting purposes only, the increases in option exercise prices are deemed to be a cancellation of the old options and the grant of replacement options. The other terms of the outstanding options (including the vesting of the options) remain unchanged.

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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