UNITEDHEALTH GROUP INC

Form 4

February 10, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per response...

subject to Section 16. Form 4 or Form 5 obligations

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading RENFRO LARRY C Issuer Symbol UNITEDHEALTH GROUP INC (Check all applicable) [UNH] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify _X__ Officer (give title (Month/Day/Year) below) C/O UNITEDHEALTH 02/06/2014 EVP, UHG and CEO, Optum GROUP, 9900 BREN ROAD EAST (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

MINNETONKA, MN 55343

| (City) | (State) | (Zip) Tabl | e I - Non-D | Derivative | Secui | rities Acq | uired, Disposed of | f, or Beneficial | ly Owned |
|--------------------------------------|--------------------------------------|---|---|------------|------------------|-------------|--|------------------|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) | | | d of (D) | 5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | (Instr. 4) | |
| Common Stock | 02/06/2014 | | F | 1,613 | D | \$ 70.87 | 167,506.723 | D | |
| Common Stock | 02/07/2014 | | F | 8,773 | D | \$ 71.36 | 158,733.723 | D | |
| Common Stock | 02/07/2014 | | F | 3,573 | D | \$ 71.36 | 155,160.723 | D | |
| Common Stock | 02/07/2014 | | F | 5,681 | D | \$ 71.36 | 149,479.723 | D | |

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

Edgar Filing: UNITEDHEALTH GROUP INC - Form 4

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | | 4. Transacti | 5. orNumber | 6. Date Exerc Expiration Da | | 7. Title | | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|---|--------------------------------------|----------------------|--------------------|---|--------------------------------|--------------------|--------------------|--|------------------------|---|
| Security (Instr. 3) | or Exercise Price of Derivative Security | (manazay, 16ar) | any (Month/Day/Year) | Code (Instr. 8) | of (Month/Da Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | Underly Securit | ying | Security (Instr. 5) | Secur Bene Owne Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RENFRO LARRY C C/O UNITEDHEALTH GROUP 9900 BREN ROAD EAST MINNETONKA, MN 55343

EVP, UHG and CEO, Optum

Signatures

Amy L. Schneider, Attorney-in-Fact for Larry C. Renfro

02/10/2014

Date

**Signature of Reporting Person

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.

Reporting Owners 2