RYAN ROBERT L

Form 4 May 02, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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may continue.

See Instruction

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

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * RYAN ROBERT L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

UNITEDHEALTH GROUP INC

(Check all applicable)

[UNH]

(Month/Day/Year)

05/01/2007

3. Date of Earliest Transaction _X__ Director

10% Owner Officer (give title _ Other (specify

C/O UNITEDHEALTH GROUP

(Middle)

INCORPORATED, 9900 BREN ROAD EAST

(Street)

(First)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

MINNETONKA, MN 55343

(City)	(State)	(Zip) Tak	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. Transactic Code (Instr. 8)	4. Securit onor Dispos (Instr. 3, 4	ed of	` '	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 Beneficial Ownership (Instr. 4)	
Common Stock	03/14/2006		J V	16,000 (1)	D	\$ 0	8,000	D		
Common Stock	05/01/2007		M	2,120	A	\$ 18.89	10,120	D		
Common Stock	05/01/2007		M	10,000	A	\$ 18.9725	20,120	D		
Common Stock	05/01/2007		M	10,000	A	\$ 23.0875	30,120	D		
	05/01/2007		M	1,640	A		31,760	D		

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Common Stock					\$ 22.0975		
Common Stock	05/01/2007	M	1,920	A	\$ 21.075	33,680	D
Common Stock	05/01/2007	M	10,000	A	\$ 22.1175	43,680	D
Common Stock	05/01/2007	M	1,720	A	\$ 23.67	45,400	D
Common Stock	05/01/2007	M	10,000	A	\$ 21.4275	55,400	D
Common Stock	05/01/2007	M	10,000	A	\$ 22.82	65,400	D
Common Stock	05/01/2007	M	10,000	A	\$ 25.155	75,400	D
Common Stock	05/01/2007	M	10,000	A	\$ 25.88	85,400	D
Common Stock	05/01/2007	M	10,000	A	\$ 29.52	95,400	D
Common Stock	05/01/2007	S	4,000	D	\$ 52.5	91,400	D
Common Stock	05/01/2007	S	3,000	D	\$ 52.52	88,400	D
Common Stock	05/01/2007	S	6,300	D	\$ 52.53	82,100	D
Common Stock	05/01/2007	S	4,600	D	\$ 52.54	77,500	D
Common Stock	05/01/2007	S	32,600	D	\$ 52.55	44,900	D
Common Stock	05/01/2007	S	6,200	D	\$ 52.56	38,700	D
Common Stock	05/01/2007	S	9,200	D	\$ 52.57	29,500	D
Common Stock	05/01/2007	S	8,800	D	\$ 52.6	20,700	D
Common Stock	05/01/2007	S	9,900	D	\$ 52.61	10,800	D
Common Stock	05/01/2007	S	1,914	D	\$ 52.62	8,886	D
Common Stock	05/01/2007	S	400	D	\$ 52.65	8,486	D
	05/01/2007	S	100	D	\$ 52.66	8,386	D

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Common Stock

Common Stock	05/01/2007	S		386	D	\$ 52.67	8,000	D	
Common Stock	03/14/2006	J	V	16,000 (1)	A	\$ 0	16,000	I	by GRAT

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)

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. Transactic Code (Instr. 8)	5. Number of ctionDerivative Securities B) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and A Underlying S (Instr. 3 and 4	ecur
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option (right to buy)	\$ 18.89	05/01/2007		M		2,120	08/12/2002	02/12/2012	Common Stock	2,
Non-Qualified Stock Option (right to buy)	\$ 18.9725	05/01/2007		M		10,000	10/01/2002	04/01/2012	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 21.075	05/01/2007		M		1,920	08/06/2002	08/06/2012	Common Stock	1,
Non-Qualified Stock Option (right to buy)	\$ 21.4275	05/01/2007		M		10,000	01/02/2003	01/02/2013	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 22.0975	05/01/2007		M		1,640	05/15/2002	05/15/2012	Common Stock	1,
Non-Qualified Stock Option (right to buy)	\$ 22.1175	05/01/2007		M		10,000	10/01/2002	10/01/2012	Common Stock	10
	\$ 22.82	05/01/2007		M		10,000	04/01/2003	04/01/2013		10

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Non-Qualified Stock Option (right to buy)							Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 23.0875	05/01/2007	M	10,000	07/01/2002	07/01/2012	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 23.67	05/01/2007	M	1,720	10/29/2002	10/29/2012	Common Stock	1,
Non-Qualified Stock Option (right to buy)	\$ 25.155	05/01/2007	M	10,000	07/01/2003	07/01/2013	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 25.88	05/01/2007	M	10,000	10/01/2003	10/01/2013	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 29.52	05/01/2007	M	10,000	01/02/2004	01/02/2014	Common Stock	10

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
RYAN ROBERT L C/O UNITEDHEALTH GROUP INCORPORATED 9900 BREN ROAD EAST MINNETONKA, MN 55343	X						

Signatures

By: Dannette L. Smith For: Robert L.

Ryan

**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 reporting person contributed 16,000 shares to a grantor retained annuity trust on March 14, 2006 and, as a result, changing his beneficial ownership with respect to the 16,000 shares from direct beneficial ownership to indirect beneficial ownership.

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