

UNITEDHEALTH GROUP INC
 Form 4
 November 09, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
SHEEHY ROBERT J

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)
11/07/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CEO, UnitedHealthcare

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 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) | Code V Amount (D) Price | | |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date | 7. Title Underly |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|------------------------------------|---|------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|------------------------------------|---|------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | (Month/Day/Year) | | (Instr. 3) |
|---|---|-------------------------|--------------------|---|--|---------|---------------------|--------------------|--------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Non-Qualified Stock Option (right to buy) | \$ 4.1719 | 11/07/2006 | <u>D(1)(2)</u> | | | 40,000 | <u>(1)(2)</u> | 10/01/2008 | Comm Stoc |
| Non-Qualified Stock Option (right to buy) | <u>(1) (2)</u> | 11/07/2006 | <u>A(1)(2)</u> | | 40,000 | | <u>(1)(2)</u> | 10/01/2008 | Comm Stoc |
| Non-Qualified Stock Option (right to buy) | \$ 5 | 11/07/2006 | <u>D(1)(2)</u> | | | 60,000 | <u>(1)(2)</u> | 10/16/2008 | Comm Stoc |
| Non-Qualified Stock Option (right to buy) | <u>(1) (2)</u> | 11/07/2006 | <u>A(1)(2)</u> | | 60,000 | | <u>(1)(2)</u> | 10/16/2008 | Comm Stoc |
| Non-Qualified Stock Option (right to buy) | \$ 5.0157 | 11/07/2006 | <u>D(1)(2)</u> | | | 310,080 | <u>(1)(2)</u> | 10/13/2009 | Comm Stoc |
| Non-Qualified Stock Option (right to buy) | <u>(1) (2)</u> | 11/07/2006 | <u>A(1)(2)</u> | | 310,080 | | <u>(1)(2)</u> | 10/13/2009 | Comm Stoc |
| Non-Qualified Stock Option (right to buy) | \$ 5.9532 | 11/07/2006 | <u>D(1)(2)</u> | | | 320,000 | <u>(1)(2)</u> | 03/08/2010 | Comm Stoc |
| Non-Qualified Stock Option (right to buy) | <u>(1) (2)</u> | 11/07/2006 | <u>A(1)(2)</u> | | 320,000 | | <u>(1)(2)</u> | 03/08/2010 | Comm Stoc |
| Non-Qualified Stock Option (right to buy) | \$ 9.7735 | 11/07/2006 | <u>D(1)(2)</u> | | | 160,000 | <u>(1)(2)</u> | 07/26/2010 | Comm Stoc |
| Non-Qualified Stock Option (right to buy) | <u>(1) (2)</u> | 11/07/2006 | <u>A(1)(2)</u> | | 160,000 | | <u>(1)(2)</u> | 07/26/2010 | Comm Stoc |
| Non-Qualified Stock Option (right to buy) | \$ 13.1719 | 11/07/2006 | <u>D(1)(2)</u> | | | 300,000 | <u>(1)(2)</u> | 01/17/2011 | Comm Stoc |
| Non-Qualified Stock Option (right to buy) | <u>(1) (2)</u> | 11/07/2006 | <u>A(1)(2)</u> | | 300,000 | | <u>(1)(2)</u> | 01/17/2011 | Comm Stoc |
| Non-Qualified Stock Option | \$ 17.3875 | 11/07/2006 | <u>D(1)(2)</u> | | | 300,000 | <u>(1)(2)</u> | 01/07/2012 | Comm Stoc |

