

UNITEDHEALTH GROUP INC
Form 4
April 29, 2016

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 *
Bueno Edson de Godoy

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)
04/27/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 04/27/2016 | | M | | 171,600 \$ 55.03 | D | |
| Common Stock | 04/27/2016 | | F | | 71,109 \$ 132.8 | D | |
| Common Stock | 04/27/2016 | | M | | 89,512 \$ 70.24 | D | |
| Common Stock | 04/27/2016 | | F | | 47,345 \$ 132.8 | D | |
| Common Stock | 04/27/2016 | | M | | 44,354 \$ 108.97 | D | |

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Common Stock 04/27/2016 F 36,395 D \$ 132.8 150,617 D

Common Stock 8,416,905 I By Wholly Owned Affiliate (1)

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

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Am Num Sha |
| Non-Qualified Stock Options (right to buy) | \$ 55.03 | 04/27/2016 | | M | 171,600 | (2) 12/21/2022 | Common Stock 17 |
| Non-Qualified Stock Options (right to buy) | \$ 70.24 | 04/27/2016 | | M | 89,512 | (3) 02/12/2024 | Common Stock 89 |
| Non-Qualified Stock Options (right to buy) | \$ 108.97 | 04/27/2016 | | M | 44,354 | (4) 02/10/2025 | Common Stock 44 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Bueno Edson de Godoy C/O UNITEDHEALTH GROUP 9900 BREN ROAD EAST MINNETONKA, MN 55343 | X | | | |

Signatures

Dannette L. Smith, Attorney-in-Fact for Edson de Godoy
Bueno

04/29/2016

__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).

The reported shares are owned by CSHG 1122 FUNDO DE INVESTIMENTO MULTIMERCADO - CREDITO PRIVADO

- (1) INVESTIMENTO NO EXTERIOR, which is a wholly owned affiliate of the reporting person. These shares are restricted and have not been registered under the Securities Act of 1933, as amended.
- (2) The stock options vests at a rate of 25% annually on December 21 from the years 2013 through 2016.
- (3) The stock options vest at a rate of 25% annually on February 12 from the years 2015 through 2018.
- (4) The stock options vest at a rate of 25% annually on February 10 from the years 2016 through 2019.

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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