

UNITEDHEALTH GROUP INC
 Form 3
 September 21, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â WELTERS ANTHONY (Last) (First) (Middle) C/O UNITEDHEALTH GROUP INCORPORATED,Â 9900 BREN ROAD EAST (Street) MINNETONKA,Â MNÂ 55343 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 09/15/2007 | 3. Issuer Name and Ticker or Trading Symbol UNITEDHEALTH GROUP INC [UNH] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, Pres, Pub & Snr Mkt Grp | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|---|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock ⁽¹⁾ | 3,453 | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------|----------------------------|-----------|---------------------------------------|---|
| Non-Qualified Stock Option (Right to Buy) | Â ⁽²⁾ | 10/28/2013 | Common Stock | 97,500 | \$ 28.1 | D | Â |
| Non-Qualified Stock Option (Right to Buy) | Â ⁽³⁾ | 11/04/2014 | Common Stock | 270,000 | \$ 42.865 | D | Â |
| Non-Qualified Stock Option (Right to Buy) | Â ⁽⁴⁾ | 05/02/2015 | Common Stock | 100,000 | \$ 48.57 | D | Â |
| Non-Qualified Stock Option (Right to Buy) | Â ⁽⁵⁾ | 10/31/2015 | Common Stock | 40,000 | \$ 60.7 | D | Â |
| Stock Appreciation Rights | Â ⁽⁶⁾ | 05/02/2016 | Common Stock | 100,000 | \$ 48.58 | D | Â |
| Stock Appreciation Rights | Â ⁽⁷⁾ | 05/28/2017 | Common Stock | 150,000 | \$ 54.41 | D | Â |
| Stock Appreciation Rights | 05/28/2013 | 05/28/2017 | Common Stock | 25,000 | \$ 54.41 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Other |
|---|---------------|-----------|---------|------------------------------|-------|
| | Director | 10% Owner | Officer | | |
| WELTERS ANTHONY C/O UNITEDHEALTH GROUP INCORPORATED 9900 BREN ROAD EAST MINNETONKA, MN 55343 | Â | Â | Â | EVP, Pres, Pub & Snr Mkt Grp | Â |

Signatures

/s/ Christopher J. Walsh,
Attorney-in-fact

09/21/2007

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Represents shares acquired under UnitedHealth Group's Employee Stock Purchase Plan.
 - (2) The stock options vest at a rate of 33-1/3% annually on October 28 from the years 2005 through 2007.
 - (3) The stock options vest at a rate of 25% annually on November 4 from the years 2005 through 2008.
 - (4) The stock options vest at a rate of 25% annually on May 2 from the years 2006 through 2009.
 - (5) The stock options vest at a rate of 25% annually on October 31 from the years 2006 through 2009.
 - (6) The stock appreciation rights vest at a rate of 25% annually on May 2 from the years 2007 through 2010.
 - (7) The stock appreciation rights vest at a rate of 25% annually on May 28 from the years 2008 through 2011.

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Remarks:

ExhibitÂ List

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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