

UNITEDHEALTH GROUP INC
Form 4/A
April 18, 2014

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 *
HEMSLEY STEPHEN 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)
02/12/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
President & Chief Exec Officer

C/O UNITEDHEALTH GROUP, 9900 BREN ROAD EAST

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/14/2014

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/12/2014 ⁽¹⁾ | | A | | 26,695 | A | \$ 70.24 |
| | | | | | (2) (3) | | 2,661,686.868 |
| Common Stock | 02/12/2014 ⁽¹⁾ | | A | | 28,474 | A | \$ 70.24 |
| | | | | | (3) (4) | | (5) 2,690,160.868 |

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. 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Options (right to buy) | \$ 70.24 | 02/12/2014 ⁽¹⁾ | | A | 83,918 <u>(6)</u> | <u>(7)</u> 02/12/2024 | Common Stock | 83,918 <u>(6)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HEMSLEY STEPHEN J C/O UNITEDHEALTH GROUP 9900 BREN ROAD EAST MINNETONKA, MN 55343 | X | | President & Chief Exec Officer | |

Signatures

Amy L. Schneider, Attorney-in-Fact for: Stephen J. Hemsley
Date: 04/18/2014

__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 total award value for equity grants made to the reporting person on February 12, 2014 remains unchanged from the total award value of the equity grants reported in the reporting person's original Form 4 filing; this amendment is being filed to reflect the accurate mix of equity grants.
- (2) The restricted stock units will vest at a rate of 25% annually on February 12 from the years 2015 through 2018.
 - (3) In the reporting person's original Form 4 filing, the number of shares in the "Securities Acquired or Disposed of" and "Amount of Securities Beneficially Owned Following Reported Transactions" columns and the vesting schedule for the restricted stock units were incorrectly reported. In the aggregate, 55,169 restricted stock units were granted to the reporting person on February 12, 2014 with vesting schedules as set forth in footnotes 2 and 4.
 - (4) The restricted stock units will vest 100% on the third anniversary of the date of grant.
 - (5) Amount does not include performance-based restricted stock units granted to the reporting person on February 12, 2014, as performance awards not tied to stock price are not derivative securities for purposes of Section 16 under guidance from the staff of the SEC. The number of performance-based restricted stock units that the reporting person will receive will be determined at the end of the three-year performance period and will be dependent upon the achievement of cumulative three-year earnings per share and average return on equity performance metrics approved by the Compensation and Human Resources Committee. The target number of performance-based

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restricted stock units is 53,389.

In the reporting person's original Form 4 filing, the number of shares in the "Number of Derivative Securities Acquired or Disposed of,"

- (6) "Title and Amount of Underlying Securities - Amount or Number of Shares" and "Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)" columns were incorrectly reported.
- (7) The stock options vest at a rate of 25% annually on February 12 from the years 2015 through 2018.

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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