

Nelson Steven H
Form 3
August 25, 2017

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Nelson Steven H | | (Month/Day/Year) | UNITEDHEALTH GROUP INC [UNH] | |
| (Last) | (First) | 08/15/2017 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O UNITEDHEALTH GROUP, 9900 BREN ROAD EAST | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| MINNETONKA, MN 55343 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | EVP & CEO, UnitedHealthcare | |
| | | | 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 | 19,489.816 ⁽¹⁾ ⁽²⁾ | D | ^ |

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 Options (right to buy) | Â (3) | 02/12/2024 | Common Stock | 10,071 | \$ 70.24 | D | Â |
| Non-Qualified Stock Options (right to buy) | Â (4) | 02/10/2025 | Common Stock | 17,188 | \$ 108.97 | D | Â |
| Non-Qualified Stock Options (right to buy) | Â (5) | 02/09/2026 | Common Stock | 31,308 | \$ 111.16 | D | Â |
| Non-Qualified Stock Options (right to buy) | Â (6) | 02/08/2027 | Common Stock | 36,592 | \$ 160.31 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nelson Steven H C/O UNITEDHEALTH GROUP 9900 BREN ROAD EAST MINNETONKA, MN 55343 | Â | Â | Â EVP & CEO, UnitedHealthcare | Â |

Signatures

Faraz A. Choudhry, Attorney-in-Fact for Steven H. Nelson 08/25/2017

__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) Amount does not include Performance Share Awards granted to the executive officer on February 10, 2015, February 9, 2016 and February 8, 2017, 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 Share Awards that the executive officer will receive will be determined at the end of the respective 3-year performance period and will be dependent upon the achievement of cumulative 3-year EPS and average return-on-equity performance metrics approved by the Compensation and Human Resources Committee. The target number of Performance Share Awards is 14,225, 14,844 and 13,100 for 2015, 2016 and 2017, respectively.
 - (2) Includes shares received through UnitedHealth Group Incorporated's Employee Stock Purchase Plan.
 - (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.
 - (5) The stock options vest at a rate of 25% annually on February 9 from the years 2017 through 2020.
 - (6) The stock options vest at a rate of 25% annually on February 8 from the years 2018 through 2021.

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Remarks:

Exhibit List: Exhibit 24 - Power of 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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