

HEMSLEY STEPHEN J

Form 4

December 04, 2018

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)
11/30/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chair of the Board

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 Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock	11/30/2018		G	V	59,560 (1)	D	\$ 0	1,966,726.351 (2)	D	
Common Stock	11/30/2018		M		169,683 (3)	A	\$ 29.74	2,136,409.351	D	
Common Stock	11/30/2018		F		87,092	D	\$ 282.55	2,049,317.351	D	
Common Stock								313.5908	I	by 401(k)
Common Stock	11/07/2018		G	V	292,657	D	\$ 0	0	I	by GRAT 1

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).

(1) Represents conveyance of shares to charitable foundation.

Reflects 184,525 UNH shares transferred from GRAT #1 set forth in footnote (4), 45,568 UNH shares transferred from GRAT #2, and

(2) 61,415 UNH shares transferred from GRAT #3 to the reporting person to satisfy annuity payments on November 7, 2018. These transactions were exempt from Section 16 pursuant to Rule 16a-13.

(3) Reflects exercise of stock appreciation rights. As of the date of this filing, Mr. Hemsley continues to beneficially own all net shares acquired as a result of the exercise.

(4) On November 7, 2018, 184,525 shares held in GRAT #1 were distributed to the reporting person and are reported as directly owned.

(5) Reflects the transfer of 45,568 shares from Grantor Retained Annuity Trust #2 to the reporting person to satisfy an annuity payment on November 7, 2018 and included in footnote (2).

(6) Reflects the transfer of 61,415 shares from Grantor Retained Annuity Trust #3 to the reporting person to satisfy an annuity payment on November 7, 2018 and included in footnote (2).

(7) The stock appreciation rights, which vested at a rate of 25% annually on February 23 from the years 2010 through 2013, were due to expire on February 23, 2019. As of the date of this filing, Mr. Hemsley is the direct beneficial owner of 2,049,317.351 UNH shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.