

UNITEDHEALTH GROUP INC
Form 8-K
August 02, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

August 2, 2010

UnitedHealth Group Incorporated

(Exact name of registrant as specified in its charter)

Minnesota

1-10864

41-1321939

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

UnitedHealth Group Center, 9900 Bren Road
East, Minnetonka, Minnesota

55343

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

952-936-1300

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.

On August 2, 2010, UnitedHealth Group Incorporated (the "Company") provided a notice to its directors and executive officers informing them of a blackout period for the Company's 401(k) Savings Plan, Executive Savings Plan and the 1993 Employee Stock Purchase Plan (collectively, the "Plans") and the trading restrictions that apply to them during the blackout period. This notice was required pursuant to Section 306 of the Sarbanes-Oxley Act of 2002 and the Securities and Exchange Commission's Regulation BTR which prohibit trading in Company securities by directors and executive officers during blackout periods.

The blackout period is required to transition the Plans to a new administrator. The blackout period will begin on August 17, 2010 and end on September 13, 2010.

A copy of the notice to directors and executive officers is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

Exhibit Description

99.1 Notice to Directors and Executive Officers dated August 2, 2010

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UnitedHealth Group Incorporated

August 2, 2010

By: */s/ Dannette L. Smith*

Name: Dannette L. Smith

Title: Secretary to the Board of Directors

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Exhibit Index

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Notice to Directors and Executive Officers dated August 2, 2010 |