

UNITEDHEALTH GROUP INC  
 Form 4  
 May 31, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**BURKE RICHARD T**

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)  
**05/29/2007**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**C/O UNITEDHEALTH GROUP INCORPORATED, 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	(A) or (D)	Price
Common Stock	05/30/2007		S		8,400	D	\$ 54.55
Common Stock	05/30/2007		S		13,400	D	\$ 54.56
Common Stock	05/30/2007		S		7,900	D	\$ 54.57
Common Stock	05/30/2007		S		8,200	D	\$ 54.58
	05/30/2007		S		10,600	D	
							2,819,800

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Common Stock					\$ 54.59		
Common Stock	05/30/2007	S	6,317	D	\$ 54.6	2,813,483	D
Common Stock	05/30/2007	S	2,183	D	\$ 54.61	2,811,300	D
Common Stock	05/30/2007	S	1,200	D	\$ 54.62	2,810,100	D
Common Stock	05/30/2007	S	4,065	D	\$ 54.63	2,806,035	D
Common Stock	05/30/2007	S	1,200	D	\$ 54.64	2,804,835	D
Common Stock	05/30/2007	S	2,418	D	\$ 54.65	2,802,417	D
Common Stock	05/30/2007	S	700	D	\$ 54.66	2,801,717	D
Common Stock	05/30/2007	S	1,082	D	\$ 54.67	2,800,635	D
Common Stock	05/30/2007	S	2,000	D	\$ 54.68	2,798,635	D
Common Stock	05/30/2007	S	135	D	\$ 54.69	2,798,500	D
Common Stock	05/30/2007	S	400	D	\$ 54.71	2,798,100	D
Common Stock	05/30/2007	S	800	D	\$ 54.72	2,797,300	D
Common Stock	05/30/2007	S	400	D	\$ 54.73	2,796,900	D
Common Stock	05/30/2007	S	500	D	\$ 54.74	2,796,400	D
Common Stock	05/30/2007	S	400	D	\$ 54.76	2,796,000	D
Common Stock	05/30/2007	S	700	D	\$ 54.78	2,795,300	D
Common Stock	05/30/2007	S	800	D	\$ 54.79	2,794,500	D
Common Stock	05/30/2007	S	400	D	\$ 54.86	2,794,100	D
Common Stock	05/30/2007	S	400	D	\$ 54.88	2,793,700	D
	05/30/2007	S	400	D		2,793,300	D

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Common Stock \$ 54.89  
 Common Stock 132,248 I by Spouse

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

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**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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 54.57	05/29/2007		A <sup>(1)</sup>	960	05/29/2007 05/29/2017	Common Stock	960

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURKE RICHARD T C/O UNITEDHEALTH GROUP INCORPORATED 9900 BREN ROAD EAST MINNETONKA, MN 55343	X			

**Signatures**

By: Dannette L. Smith For: Richard T. Burke 05/31/2007  
 \*\*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).

These options are being granted as compensation for attendance at the regularly scheduled quarterly meetings of the Board of Directors (1) and committee meeting(s) of the Issuer. The reporting person previously elected to convert cash meeting attendance fees into stock options pursuant to a previously approved policy.

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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