

WICHMANN DAVID S

Form 4

November 24, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WICHMANN DAVID S

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)

**C/O UNITEDHEALTH GROUP
INCORPORATED, 9900 BREN
ROAD EAST**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/24/2004

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Pres & COO, UHc; SVP, UHG

MINNETONKA, MN 55343

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

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/24/2004		M		15,040	A	\$ 10.0313	22,924	D
Common Stock	11/24/2004		M		11,252	A	\$ 11.7032	34,176	D
Common Stock	11/24/2004		M		3,752	A	\$ 13.0625	37,928	D
Common Stock	11/24/2004		M		50,000	A	\$ 11.9063	87,928	D
	11/24/2004		S		6,300	D	\$ 82	81,628	D

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Common Stock							
Common Stock	11/24/2004	S	500	D	\$ 82.03	81,128	D
Common Stock	11/24/2004	S	200	D	\$ 82.07	80,928	D
Common Stock	11/24/2004	S	200	D	\$ 82.08	80,728	D
Common Stock	11/24/2004	S	100	D	\$ 82.1	80,628	D
Common Stock	11/24/2004	S	20,044	D	\$ 82.12	60,584	D
Common Stock	11/24/2004	S	500	D	\$ 82.15	60,084	D
Common Stock	11/24/2004	S	7,300	D	\$ 82.16	52,784	D
Common Stock	11/24/2004	S	1,600	D	\$ 82.17	51,184	D
Common Stock	11/24/2004	S	3,800	D	\$ 82.18	47,384	D
Common Stock	11/24/2004	S	5,000	D	\$ 82.19	42,384	D
Common Stock	11/24/2004	S	900	D	\$ 82.2	41,484	D
Common Stock	11/24/2004	S	1,000	D	\$ 82.21	40,484	D
Common Stock	11/24/2004	S	1,900	D	\$ 82.22	38,584	D
Common Stock	11/24/2004	S	2,100	D	\$ 82.23	36,484	D
Common Stock	11/24/2004	S	1,100	D	\$ 82.24	35,384	D
Common Stock	11/24/2004	S	4,900	D	\$ 82.25	30,484	D
Common Stock	11/24/2004	S	13,000	D	\$ 82.26	17,484	D
Common Stock	11/24/2004	S	500	D	\$ 82.27	16,984	D
Common Stock	11/24/2004	S	3,800	D	\$ 82.28	13,184	D
	11/24/2004	S	1,600	D	\$ 82.29	11,584	D

9900 BREN ROAD EAST
MINNETONKA, MN 55343

Signatures

By: David J. Lubben For: David S.
Wichmann

11/24/2004

____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).

(1) The option is exercisable in four equal annual installments beginning December 1, 2000.

(2) The option is exercisable as follows: 25% on October 13, 2000; 18.75% on each of August 1, 2001, 2002 and 2003; and 18.75% on January 26, 2004.

(3) The option is exercisable in three equal annual installments beginning March 1, 2001.

(4) The option is exercisable as follows: 25% on October 13, 2000; 18.75% on each of August 1, 2001, 2002 and 2003; and 18.75% on February 6, 2004.

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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