WICHMANN DAVID S

Form 4

November 24, 2004

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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 See Instruction

1(b).

(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)

C/O UNITEDHEALTH GROUP INCORPORATED, 9900 BREN

(First)

ROAD EAST

(Last)

3. Date of Earliest Transaction

(Month/Day/Year) 11/24/2004

Director 10% Owner Other (specify X_ Officer (give title

below) Pres & COO, UHc; SVP, UHG

(Street)

(Middle)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MINNETONKA, MN 55343

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	ities Acquir	ed, Disposed of,	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	omr Dispos (Instr. 3, 4	ed of (4 and 5 (A) or	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)
Common Stock	11/24/2004		Code V M	Amount 15,040	(D)	Price \$ 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

Common	
Stock	

Common Stock	11/24/2004	S	3,700	D	\$ 82.3	7,884	D	
Common Stock						105	I	by 401(k)

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

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SEC 1474

(9-02)

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)	Expiration I (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh	
Non-Qualified Stock Option (right to buy)	\$ 10.0313	11/24/2004		M	15,040	<u>(1)</u>	10/13/2009	Common Stock	15,0	
Non-Qualified Stock Option (right to buy)	\$ 11.7032	11/24/2004		M	11,252	2 (2)	01/26/2008	Common Stock	11,2	
Non-Qualified Stock Option (right to buy)	\$ 11.9063	11/24/2004		M	50,000	(3)	03/08/2010	Common Stock	50,0	
Non-Qualified Stock Option (right to buy)	\$ 13.0625	11/24/2004		M	3,752	<u>(4)</u>	02/06/2008	Common Stock	3,7	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

WICHMANN DAVID S

C/O UNITEDHEALTH GROUP INCORPORATED

Pres & COO, UHc; SVP, UHG

Reporting Owners 3

9900 BREN ROAD EAST MINNETONKA, MN 55343

Signatures

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

**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. 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.

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