

UNITEDHEALTH GROUP INC

Form 4

February 07, 2005

**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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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SHALALA DONNA E**

(Last) (First) (Middle)

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

(Street)

**MINNETONKA, MN 55343**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**UNITEDHEALTH GROUP INC  
[UNH]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/07/2005**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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	02/07/2005		M		36,000	A \$ 26.9	36,000 D
Common Stock	02/07/2005		M		5,000	A \$ 46.175	41,000 D
Common Stock	02/07/2005		M		5,000	A \$ 44.235	46,000 D
Common Stock	02/07/2005		M		5,000	A \$ 42.855	51,000 D
	02/07/2005		M		5,000	A \$ 45.64	56,000 D

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Common  
Stock

Common Stock	02/07/2005	M	5,000	A	\$ 50.31	61,000	D
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Common Stock	02/07/2005	S	58,700	D	\$ 89.05	2,300	D
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Common Stock	02/07/2005	S	2,300	D	\$ 89.39	0	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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. 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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 26.9	02/07/2005		M		36,000		05/29/2002	05/29/2011	Common Stock	36,000
Non-Qualified Stock Option (right to buy)	\$ 42.855	02/07/2005		M		5,000		01/02/2003	01/02/2013	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 44.235	02/07/2005		M		5,000		10/01/2002	10/01/2012	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 45.64	02/07/2005		M		5,000		04/01/2003	04/01/2013	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 46.175	02/07/2005		M		5,000		07/01/2002	07/01/2012	Common Stock	5,000
Non-Qualified Stock Option	\$ 50.31	02/07/2005		M		5,000		07/01/2003	07/01/2013	Common Stock	5,000

(right to buy)

## Reporting Owners

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

## Signatures

By: David J. Lubben For: Donna E.  
Shalala

02/07/2005

\_\_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).

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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