

MUNSELL WILLIAM A
Form 4
February 03, 2005

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 *
MUNSELL WILLIAM A

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)
02/02/2005

____ Director
 Officer (give title below) _____ Other (specify below)
CEO, Specialized Care Services

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/02/2005		M		7,504 A \$ 13.0625	16,104	D
Common Stock	02/02/2005		M		40 A \$ 10.0313	16,144	D
Common Stock	02/02/2005		M		60,000 A \$ 19.5469	76,144	D
Common Stock	02/02/2005		M		15,000 A \$ 26.3438	91,144	D
	02/02/2005		S		2,044 D \$ 90.05	89,100	D

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Common Stock							
Common Stock	02/02/2005	S	32,000	D	\$ 90	57,100	D
Common Stock	02/02/2005	S	1,400	D	\$ 89.83	55,700	D
Common Stock	02/02/2005	S	1,400	D	\$ 89.82	54,300	D
Common Stock	02/02/2005	S	1,500	D	\$ 89.81	52,800	D
Common Stock	02/02/2005	S	11,400	D	\$ 89.8	41,400	D
Common Stock	02/02/2005	S	3,300	D	\$ 89.79	38,100	D
Common Stock	02/02/2005	S	200	D	\$ 89.76	37,900	D
Common Stock	02/02/2005	S	5,000	D	\$ 89.75	32,900	D
Common Stock	02/02/2005	S	100	D	\$ 89.72	32,800	D
Common Stock	02/02/2005	S	100	D	\$ 89.71	32,700	D
Common Stock	02/02/2005	S	24,100	D	\$ 89.7	8,600	D

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. 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 Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title

Non-Qualified Stock Option (right to buy)	\$ 10.0313	02/02/2005	M	40	12/01/2000 ⁽¹⁾	10/13/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.0625	02/02/2005	M	7,504	02/06/1999 ⁽²⁾	02/06/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 19.5469	02/02/2005	M	60,000	07/26/2001 ⁽³⁾	07/26/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 26.3438	02/02/2005	M	15,000	01/17/2002 ⁽⁴⁾	01/17/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUNSELL WILLIAM A C/O UNITEDHEALTH GROUP INCORPORATED 9900 BREN ROAD EAST MINNETONKA, MN 55343			CEO, Specialized Care Services	

Signatures

By: David J. Lubben For: William A. Munsell 02/03/2005

__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).

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

(2) The option is exercisable as follows: 25% on 2/6/99; 18.75% on each of August 1, 2001, 2002 and 2003; and 18.75% on February 6, 2004.

(3) The option is exercisable in four equal annual installments beginning 7/26/01.

(4) The option is exercisable in four equal annual installments beginning 1/17/02.

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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