

UNITEDHEALTH GROUP INC
Form 4
April 24, 2007

FORM 4

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

OMB APPROVAL

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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 *
KEAN THOMAS H

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)
04/20/2007

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		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 Ownership (Instr. 4)
			Code	V	Amount	Price			
Common Stock	04/20/2007		M		A	\$ 6,3438	76,000	D	
Common Stock	04/20/2007		S		D	\$ 52.2	73,500	D	
Common Stock	04/20/2007		S		D	\$ 52.44	63,400	D	
Common Stock	04/20/2007		S		D	\$ 52.45	60,700	D	
	04/20/2007		S		D	\$ 52.46	59,800	D	

Common Stock							
Common Stock	04/20/2007	S	3,300	D	\$ 52.47	56,500	D
Common Stock	04/20/2007	S	3,500	D	\$ 52.48	53,000	D
Common Stock	04/20/2007	S	2,400	D	\$ 52.49	50,600	D
Common Stock	04/20/2007	S	3,500	D	\$ 52.5	47,100	D
Common Stock	04/20/2007	S	2,300	D	\$ 52.51	44,800	D
Common Stock	04/20/2007	S	800	D	\$ 52.53	44,000	D

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

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(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 of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option (right to buy)	\$ 6.3438	04/20/2007		M	32,000	11/15/1997	05/15/2007	Common Stock	32

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEAN THOMAS H C/O UNITEDHEALTH GROUP INCORPORATED	X			

9900 BREN ROAD EAST
MINNETONKA, MN 55343

Signatures

By: Dannette L. Smith For: Thomas H.
Kean

04/24/2007

**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).

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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