

UNITEDHEALTH GROUP INC
 Form 4
 February 13, 2009

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 *
LEATHERDALE DOUGLAS W

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)
02/12/2009

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 (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	02/12/2009		M		10,000	A	\$ 7.6094
Common Stock	02/12/2009		M		10,000	A	\$ 5.7188
Common Stock	02/12/2009		M		10,000	A	\$ 6.7188
Common Stock	02/12/2009		M		10,000	A	\$ 7.7579
							2,200
							I

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Common Stock				by Trust <u>(1)</u>
Common Stock	2,200	I		by Trust 2 <u>(1)</u>
Common Stock	2,200	I		by Trust 3 <u>(1)</u>

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 of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 5.7188	02/12/2009		M ⁽²⁾	10,000	10/01/1999 10/01/2009	Common Stock 10
Non-Qualified Stock Option (right to buy)	\$ 6.7188	02/12/2009		M ⁽²⁾	10,000	01/03/2000 01/03/2010	Common Stock 10
Non-Qualified Stock Option (right to buy)	\$ 7.6094	02/12/2009		M ⁽²⁾	10,000	07/01/1999 07/01/2009	Common Stock 10
Non-Qualified Stock Option (right to buy)	\$ 7.7579	02/12/2009		M ⁽²⁾	10,000	04/03/2000 04/03/2010	Common Stock 10

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEATHERDALE DOUGLAS W C/O UNITEDHEALTH GROUP INCORPORATED	X			

9900 BREN ROAD EAST
MINNETONKA, MN 55343

Signatures

By: Dannette L. Smith, Attorney-in-Fact For: Douglas W.
Leatherdale

02/13/2009

__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).

These shares are held in an irrevocable trust for the benefit of the reporting person's grandchild. The reporting person disclaims beneficial

(1) ownership of the shares held by his grandchild's irrevocable trust, and this report should not be deemed an admission that the reporting person is the beneficial owner of the shares held by the irrevocable trust for purposes of Section 16 or for any other purpose.

(2) Represents an exercise of stock options where cash was used to pay the exercise price and all shares were retained by Mr. Leatherdale.

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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