

UNITEDHEALTH GROUP INC
 Form 4
 November 09, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 MCGUIRE WILLIAM 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)
 11/07/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Executive Officer

C/O UNITEDHEALTH GROUP, 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date | 7. ... |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--|---|--------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--|---|--------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | | Disposed of (D) (Instr. 3, 4, and 5) | | (Month/Day/Year) | | (In Tit | |
|---|---|-------------------------|---------------------|---|---|-----------------|---------------------|--------------------|------------|---|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | |
| Non-Qualified Stock Option (right to buy) | \$ 5.3829 | 11/07/2006 | D ⁽¹⁾⁽²⁾ | V | | 292,000 | | <u>(1)(2)</u> | 10/27/2007 | C |
| Non-Qualified Stock Option (right to buy) | \$ 7.5 | 11/07/2006 | A ⁽¹⁾⁽²⁾ | | 292,000 | | | <u>(1)(2)</u> | 10/27/2007 | C |
| Non-Qualified Stock Option (right to buy) | \$ 5.9922 | 11/07/2006 | D ⁽¹⁾⁽²⁾ | | | \$ 2,000,000 | | <u>(1)(2)</u> | 01/20/2008 | C |
| Non-Qualified Stock Option (right to buy) | \$ 15.625 | 11/07/2006 | A ⁽¹⁾⁽²⁾ | | 2,000,000 | | | <u>(1)(2)</u> | 01/20/2008 | C |
| Non-Qualified Stock Option (right to buy) | \$ 5.8516 | 11/07/2006 | D ⁽¹⁾⁽²⁾ | | | 2,000,000 | | <u>(1)(2)</u> | 02/17/2009 | C |
| Non-Qualified Stock Option (right to buy) | \$ 15.625 | 11/07/2006 | A ⁽¹⁾⁽²⁾ | | 2,000,000 | | | <u>(1)(2)</u> | 02/17/2009 | C |
| Non-Qualified Stock Option (right to buy) | \$ 5.0157 | 11/07/2006 | D ⁽¹⁾⁽²⁾ | | | 7,870,496 | | <u>(1)(2)</u> | 10/13/2009 | C |
| Non-Qualified Stock Option (right to buy) | \$ 8.7188 | 11/07/2006 | A ⁽¹⁾⁽²⁾ | | 7,870,496 | | | <u>(1)(2)</u> | 10/13/2009 | C |
| Non-Qualified Stock Option (right to buy) | \$ 5.0157 | 11/07/2006 | D ⁽¹⁾⁽²⁾ | | | 6,000,000 | | <u>(1)(2)</u> | 10/13/2009 | C |
| Non-Qualified Stock Option (right to buy) | \$ 8.7188 | 11/07/2006 | A ⁽¹⁾⁽²⁾ | | 6,000,000 | | | <u>(1)(2)</u> | 10/13/2009 | C |
| Non-Qualified Stock Option (right to buy) | \$ 5.9532 | 11/07/2006 | D ⁽¹⁾⁽²⁾ | | | 2,600,000 | | <u>(1)(2)</u> | 03/08/2010 | C |
| Non-Qualified Stock Option (right to buy) | \$ 15.625 | 11/07/2006 | A ⁽¹⁾⁽²⁾ | | 2,600,000 | | | <u>(1)(2)</u> | 03/08/2010 | C |
| Non-Qualified Stock Option | \$ 13.1719 | 11/07/2006 | D ⁽¹⁾⁽²⁾ | | | 2,600,000 | | <u>(1)(2)</u> | 01/17/2011 | C |

(right to buy)

Non-Qualified
Stock Option \$ 18.0475 11/07/2006
(right to buy)A(1)(2)

2,600,000

(1)(2)

01/17/2011

Non-Qualified
Stock Option \$ 17.3875 11/07/2006
(right to buy)D(1)(2)

2,600,000

(1)(2)

01/07/2012

Non-Qualified
Stock Option \$ 25.0925 11/07/2006
(right to buy)A(1)(2)

2,600,000

(1)(2)

01/07/2012

Non-Qualified
Stock Option \$ 20.06 11/07/2006
(right to buy)D(1)(2)

1,950,000

(1)(2)

02/12/2013

Non-Qualified
Stock Option \$ 33.6246 11/07/2006
(right to buy)A(1)(2)

1,950,000

(1)(2)

02/12/2013

Non-Qualified
Stock Option \$ 29.7 11/07/2006
(right to buy)D(1)(2)

1,300,000

(1)(2)

02/11/2014

Non-Qualified
Stock Option \$ 43.2646 11/07/2006
(right to buy)A(1)(2)

1,300,000

(1)(2)

02/11/2014

Non-Qualified
Stock Option \$ 45.28 11/07/2006
(right to buy)D(1)(2)

325,000

(1)(2)

02/03/2015

Non-Qualified
Stock Option \$ 58.8446 11/07/2006
(right to buy)A(1)(2)

325,000

(1)(2)

02/03/2015

Non-Qualified
Stock Option \$ 47.34 11/07/2006
(right to buy)D(1)(2)

100,000

(1)(2)

05/02/2015

Non-Qualified
Stock Option \$ 60.9046 11/07/2006
(right to buy)A(1)(2)

100,000

(1)(2)

05/02/2015

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCGUIRE WILLIAM W C/O UNITEDHEALTH GROUP 9900 BREN ROAD EAST MINNETONKA, MN 55343 | | | Chief Executive Officer | |

Signatures

By Dannette L. Smith for William W.
McGuire

11/09/2006

__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).

- The reporting person has entered into an agreement, dated November 7, 2006 (the "Agreement"), with UnitedHealth Group Incorporated (the "Company") to have the exercise prices of each option with recorded grant dates between 1994 and 2002 (each, a "Subject Option") reset to the highest closing price of the Company's common stock during the recorded grant year for such particular option, except that in
- (1) the case of certain options with recorded grant years in or prior to 1999, the exercise prices have been increased to the highest closing share price in 2000. In addition, the exercise prices of certain post-2002 vested options held by the reporting person have been increased to account for the value attributable to the differences between such highest closing share prices and the exercise prices of the previously exercised Subject Options. *See* the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 8, 2006 for additional information.
 - (2) For Section 16 reporting purposes only, the increases in option exercise prices are deemed to be a cancellation of the old options and the grant of replacement options. The other terms of the outstanding options (including the vesting of the options) remain unchanged.

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.