

UNITEDHEALTH GROUP INC
Form 3
September 21, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â MUNSELL WILLIAM A</p> <p>(Last) (First) (Middle)</p> <p>C/O UNITEDHEALTH GROUP,Â 9900 BREN ROAD EAST</p> <p>(Street)</p> <p>MINNETONKA,Â MNÂ 55343</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/15/2007</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>UNITEDHEALTH GROUP INC [UNH]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, Pres, Enterprise Svcs Grp</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock ⁽¹⁾	18,656	D	Â
Common Stock	276	I	401(k) Plan

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Non-Qualified Stock Option (Right to Buy)	08/05/2006	08/05/2012	Common Stock	120,000	\$ 22.11	D	Â
Non-Qualified Stock Option (Right to Buy)	02/12/2007	02/12/2013	Common Stock	100,000	\$ 26.9876	D	Â
Non-Qualified Stock Option (Right to Buy)	10/28/2007	10/28/2013	Common Stock	17,500	\$ 28.1	D	Â
Non-Qualified Stock Option (Right to Buy)	Â ⁽²⁾	05/10/2014	Common Stock	15,000	\$ 30.705	D	Â
Non-Qualified Stock Option (Right to Buy)	01/07/2006	01/07/2012	Common Stock	50,000	\$ 18.2375	D	Â
Non-Qualified Stock Option (Right to Buy)	10/28/2006	10/28/2013	Common Stock	52,500	\$ 33.1026	D	Â
Non-Qualified Stock Option (Right to Buy)	05/10/2006	05/10/2014	Common Stock	15,000	\$ 37.0976	D	Â
Non-Qualified Stock Option (Right to Buy)	12/07/2006	12/07/2014	Common Stock	113,000	\$ 46.7776	D	Â
Non-Qualified Stock Option (Right to Buy)	05/02/2006	05/02/2015	Common Stock	25,000	\$ 54.2676	D	Â
Non-Qualified Stock Option (Right to Buy)	Â ⁽³⁾	12/07/2014	Common Stock	113,000	\$ 39.85	D	Â
Non-Qualified Stock Option (Right to Buy)	Â ⁽⁴⁾	05/02/2015	Common Stock	75,000	\$ 47.34	D	Â
Non-Qualified Stock Option (Right to Buy)	Â ⁽⁵⁾	10/31/2015	Common Stock	50,000	\$ 57.89	D	Â
Stock Appreciation Rights	Â ⁽⁶⁾	05/02/2016	Common Stock	125,000	\$ 48.58	D	Â
Stock Appreciation Rights	Â ⁽⁷⁾	05/28/2017	Common Stock	150,000	\$ 54.41	D	Â
Stock Appreciation Rights	05/28/2013	05/28/2017	Common Stock	25,000	\$ 54.41	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUNSELL WILLIAM A C/O UNITEDHEALTH GROUP	Â	Â	Â EVP, Pres, Enterprise Svcs Grp	Â

9900 BREN ROAD EAST
MINNETONKA, MN 55343

Signatures

/s/ Christopher J. Walsh,
Attorney-in-fact

09/21/2007

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents shares acquired under UnitedHealth Group's Employee Stock Purchase Plan.
 - (2) The stock options vest at a rate of 50% annually on May 10 from the years 2007 through 2008.
 - (3) The stock options vest at a rate of 50% annually on December 7 from the years 2007 through 2008.
 - (4) The stock options vest at a rate of 33-1/3% annually on May 2 from the years 2007 through 2009.
 - (5) The stock option vest at a rate of 25% annually on October 31 from the years 2006 through 2009.
 - (6) The stock appreciation rights vest at a rate of 25% annually on May 2 from the years 2007 through 2010.
 - (7) The stock appreciation rights vest at a rate of 25% annually on May 28, from the years 2008 through 2011.

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Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

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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