

Walsh Christopher James
 Form 3
 October 28, 2009

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)

1. Name and Address of Reporting Person *

^ Walsh Christopher James

(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
 10/22/2009

3. Issuer Name and Ticker or Trading Symbol

UNITEDHEALTH GROUP INC [UNH]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 EVP and General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

C/O UNITEDHEALTH GROUP
 INCORPORATED,^ 9900
 BREN ROAD EAST

(Street)

MINNETONKA,^ MN^ 55343

(City) (State) (Zip)

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⁾

62,634

D ^

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

SEC 1473 (7-02)

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.

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 (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Edgar Filing: Walsh Christopher James - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------|---------------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Stock Appreciation Rights | 02/03/2010 ⁽²⁾ | 02/03/2019 | Common Stock | 84,842 | \$ 29.74 | D | Â |
| Stock Appreciation Rights | 06/05/2009 ⁽³⁾ | 06/05/2018 | Common Stock | 70,709 | \$ 33.94 | D | Â |
| Stock Appreciation Rights | 10/29/2008 ⁽⁴⁾ | 10/29/2017 | Common Stock | 80,000 | \$ 47.95 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Walsh Christopher James C/O UNITEDHEALTH GROUP INCORPORATED 9900 BREN ROAD EAST MINNETONKA, MN 55343 | Â | Â | Â EVP and General Counsel | Â |

Signatures

By: Dannette L. Smith, Attorney-in-Fact For: Christopher J. Walsh
 10/28/2009
 __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).
- Includes restricted stock award that vests 25% annually on October 29 from the years 2008 through 2011; restricted stock unit award that
- (1) vests 25% annually on June 5 from the years 2009 through 2012; restricted stock unit award that vests 25% annually on February 3 from the years 2010 through 2013; and shares acquired under UnitedHealth Group's Employee Stock Purchase Plan.
 - (2) The stock appreciation rights vest at a rate of 25% annually on February 3 from the years 2010 through 2013.
 - (3) The stock appreciation rights vest at a rate of 25% annually on June 5 from the years 2009 through 2012.
 - (4) The stock appreciation rights vest at a rate of 25% annually on October 29 from the years 2008 through 2011.

Â
Remarks:
 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. 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.