

Tuckson Reed Vaughn
Form 3
January 28, 2011

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 Tuckson Reed Vaughn</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>01/20/2011</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 & Chief of Medical Affairs</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> |
|--|---|--|--|---|---|

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 | 93,093 ⁽¹⁾ | D | Â |
| Common Stock | 56 | I | by 401(k) |

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) | 02/12/2007 | 02/12/2013 | Common Stock | 140,000 | \$ 24.8638 | 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) | 10/28/2006 | 10/28/2013 | Common Stock | 52,500 | \$ 30.9788 | D | Â |
| Non-Qualified Stock Option (Right to Buy) | 11/04/2006 | 11/04/2014 | Common Stock | 110,000 | \$ 43.6788 | D | Â |
| Non-Qualified Stock Option (Right to Buy) | 11/04/2008 | 11/04/2014 | Common Stock | 110,000 | \$ 42.865 | D | Â |
| Non-Qualified Stock Option (Right to Buy) | 05/02/2006 | 05/02/2015 | Common Stock | 17,500 | \$ 52.1438 | D | Â |
| Non-Qualified Stock Option (Right to Buy) | 05/02/2009 | 05/02/2015 | Common Stock | 52,500 | \$ 48.57 | D | Â |
| Non-Qualified Stock Option (Right to Buy) | 10/31/2009 | 10/13/2015 | Common Stock | 45,000 | \$ 60.07 | D | Â |
| Stock Appreciation Rights | 05/02/2010 | 05/02/2016 | Common Stock | 100,000 | \$ 48.58 | D | Â |
| Stock Appreciation Rights | Â ⁽²⁾ | 05/28/2017 | Common Stock | 150,000 | \$ 54.41 | D | Â |
| Stock Appreciation Rights | Â ⁽³⁾ | 06/05/2018 | Common Stock | 113,135 | \$ 33.94 | D | Â |
| Stock Appreciation Rights | Â ⁽⁴⁾ | 02/03/2019 | Common Stock | 113,122 | \$ 29.74 | D | Â |
| Stock Appreciation Rights | Â ⁽⁵⁾ | 02/09/2020 | Common Stock | 76,024 | \$ 33 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---|-------|
| | Director | 10% Owner | Officer | Other |
| Tuckson Reed Vaughn C/O UNITEDHEALTH GROUP 9900 BREN ROAD EAST MINNETONKA, MN 55343 | Â | Â | Â EVP & Chief of Medical Affairs | Â |

Signatures

Dannette L. Smith, Attorney-in-Fact for Reed V.
Tuckson

01/26/2011

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) Includes restricted stock unit award that 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; restricted stock unit award that vests 25% annually on February 9 from the years 2011 through 2014; and shares acquired under UnitedHealth Group's Employee Stock Purchase Plan.
- (2) The stock appreciation rights vest at a rate of 25% annually on May 28 from the years 2008 through 2011.
- (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 February 3 from the years 2010 through 2013.
- (5) The stock appreciation rights vest at a rate of 25% annually on February 9 from the years 2011 through 2014.

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Remarks:

Exhibit List:

Exhibit 24 - Confirming Statement

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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