

Nelson Steven H
 Form 4
 September 10, 2018

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Nelson Steven H

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)
 09/07/2018

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify below)
 EVP & CEO, UnitedHealthcare

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 09/07/2018 | | M | | 10,071 | A | \$ 70.24 |
| | | | | | | | 28,493.291 <u>(1)</u> |
| Common Stock | 09/07/2018 | | M | | 8,594 | A | \$ 108.97 |
| Common Stock | 09/07/2018 | | M | | 10,436 | A | \$ 111.16 |
| Common Stock | 09/07/2018 | | M | | 9,148 | A | \$ 160.31 |
| Common Stock | 09/07/2018 | | S | | 26,033 | D | \$ 270.6488 |
| | | | | | | | 30,638.291 |

(2)

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

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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) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 70.24 | 09/07/2018 | | M | 10,071 | (3) 02/12/2024 | Common Stock | 10,071 | |
| Non-Qualified Stock Option (right to buy) | \$ 108.97 | 09/07/2018 | | M | 8,594 | (4) 02/10/2025 | Common Stock | 8,594 | |
| Non-Qualified Stock Option (right to buy) | \$ 111.16 | 09/07/2018 | | M | 10,436 | (5) 02/09/2026 | Common Stock | 10,436 | |
| Non-Qualified Stock Option (right to buy) | \$ 160.31 | 09/07/2018 | | M | 9,148 | (6) 02/08/2027 | Common Stock | 9,148 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nelson Steven H C/O UNITEDHEALTH GROUP 9900 BREN ROAD EAST MINNETONKA, MN 55343 | | | EVP & CEO, UnitedHealthcare | |

Signatures

Dannette L. Smith, Attorney-in-Fact for Steven H.
Nelson

09/10/2018

__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).

(1) Includes shares received through UnitedHealth Group Incorporated's Employee Stock Purchase Plan.

This transaction was executed in multiple trades ranging from \$270.343 to \$270.925 per share. The price reported above reflects the

- (2) weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the sales were effected.
- (3) The non-qualified stock options vested at a rate of 25% annually on February 12 from the years 2015 through 2018.
- (4) The non-qualified stock options vest at a rate of 25% annually on February 10 from the years 2016 through 2019.
- (5) The non-qualified stock options vest at a rate of 25% annually on February 9 from the years 2017 through 2020.
- (6) The non-qualified stock options vest at a rate of 25% annually on February 8 from the years 2018 through 2021.

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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