

HEMSLEY STEPHEN J  
Form 4  
December 04, 2018

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

OMB APPROVAL

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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 \*  
HEMSLEY STEPHEN J

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)  
11/30/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive Chair of the Board

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 or Price					
Common Stock	11/30/2018		G	V	59,560 (1)	D	\$ 0	1,966,726.351 (2)	D	
Common Stock	11/30/2018		M		169,683 (3)	A	\$ 29.74	2,136,409.351	D	
Common Stock	11/30/2018		F		87,092	D	\$ 282.55	2,049,317.351	D	
Common Stock								313.5908	I	by 401(k)
Common Stock	11/07/2018		G	V	292,657	D	\$ 0	0	I	by GRAT 1

Common Stock	257,575 <sup>(5)</sup>	I	<sup>(4)</sup> by GRAT2
Common Stock	225,763 <sup>(6)</sup>	I	by GRAT3
Common Stock	419,155	I	by GRAT4

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Appreciation Rights	\$ 29.74	11/30/2018		M	169,683	<sup>(7)</sup> 02/23/2019	Common Stock	169,683	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEMSLEY STEPHEN J C/O UNITEDHEALTH GROUP 9900 BREN ROAD EAST MINNETONKA, MN 55343	X		Executive Chair of the Board	

## Signatures

Faraz A. Choudhry, Attorney-in-Fact for: Stephen J. Hemsley  
12/04/2018

        \*\*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) Represents conveyance of shares to charitable foundation.

Reflects 184,525 UNH shares transferred from GRAT #1 set forth in footnote (4), 45,568 UNH shares transferred from GRAT #2, and

(2) 61,415 UNH shares transferred from GRAT #3 to the reporting person to satisfy annuity payments on November 7, 2018. These transactions were exempt from Section 16 pursuant to Rule 16a-13.

(3) Reflects exercise of stock appreciation rights. As of the date of this filing, Mr. Hemsley continues to beneficially own all net shares acquired as a result of the exercise.

(4) On November 7, 2018, 184,525 shares held in GRAT #1 were distributed to the reporting person and are reported as directly owned.

(5) Reflects the transfer of 45,568 shares from Grantor Retained Annuity Trust #2 to the reporting person to satisfy an annuity payment on November 7, 2018 and included in footnote (2).

(6) Reflects the transfer of 61,415 shares from Grantor Retained Annuity Trust #3 to the reporting person to satisfy an annuity payment on November 7, 2018 and included in footnote (2).

(7) The stock appreciation rights, which vested at a rate of 25% annually on February 23 from the years 2010 through 2013, were due to expire on February 23, 2019. As of the date of this filing, Mr. Hemsley is the direct beneficial owner of 2,049,317.351 UNH shares.

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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