

UNITEDHEALTH GROUP INC

Form 4

March 20, 2003

OMB APPROVAL
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

- ☐ Check this box if no longer
subject to Section 16.
Form 4 or Form 5
obligations may continue.
See Instruction 1(b)

1. Name and Address of Reporting Person* (Last, First, Middle) Burke, Richard T. <hr/>	2. Issuer Name and Ticker or Trading Symbol UnitedHealth Group Incorporated - UNH <hr/>	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) <hr/>
9900 Bren Road East <hr/> <p style="text-align: center;">(Street)</p> Minnetonka, MN 55343 <hr/> <p>(City) (State) (Zip)</p>	4. Statement for (Month/Day/Year) March 20, 2003 <hr/>	5. If Amendment, Date of Original (Month/Day/Year) <hr/>
	6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) <div style="display: flex; justify-content: space-between;"> <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner </div> <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) </div> <hr/>	7. Individual or Joint/Group Filing (Check Applicable Line) <div style="display: flex; justify-content: space-between;"> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person </div>

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

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

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 Transactions(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	
Common Stock	3/18/03		S	25,000	D	\$87.00	
Common Stock	3/19/03		S	15,500	D	\$87.75	942,200 D
Common Stock						33,062	I

Table II	Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	Continued
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6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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[illegible]

Explanation of Responses:

/s/ David J. Lubben
 ** By: David J. Lubben For:
 Richard T. Burke

3/20/03

****Signature of Reporting
Person**

Date _____

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** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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