

HEMSLEY STEPHEN J
Form 4
June 28, 2018

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
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)
06/26/2018

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 | (A) or (D) | Price |
| Common Stock | 06/26/2018 | | A | | 436.014 (1) | A | \$ 0 |
| Common Stock | | | | | 1,734,250.197 (2) | D | |
| Common Stock | | | | | 312.1288 | I | by 401(k) |
| Common Stock | | | | | 477,182 (3) | I | by GRAT1 |
| Common Stock | | | | | 303,143 (4) | I | by GRAT2 |
| Common Stock | | | | | 287,178 (5) | I | by GRAT3 |

Common
Stock

419,155 (6) (7) I

by
GRAT4

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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 06/28/2018

__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 dividend equivalents paid on outstanding deferred stock units and restricted stock units. The dividend equivalents are subject to the same terms as the respective underlying units and are forfeited if such units do not vest.
- (2) Includes 220,695 shares transferred from Grantor Retained Annuity Trust #4 to satisfy an annuity payment on April 26, 2018, and excludes an aggregate of 34,900 shares previously directly owned which were contributed to each Grantor Retained Annuity Trust as set

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forth in footnotes 3 through 6 on May 14, 2018. These transfers were exempt from Section 16 pursuant to Rule 16a-13.

- (3) Reflects the transfer of 12,700 shares previously owned directly which were contributed to Grantor Retained Annuity Trust #1 on May 14, 2018.
- (4) Reflects the transfer of 6,200 shares previously owned directly which were contributed to Grantor Retained Annuity Trust #2 on May 14, 2018.
- (5) Reflects the transfer of 6,150 shares previously owned directly which were contributed to Grantor Retained Annuity Trust #3 on May 14, 2018.
- (6) Reflects the transfer of 9,850 shares previously owned directly which were contributed to Grantor Retained Annuity Trust #4 on May 14, 2018.
- (7) Reflects the transfer of 220,695 shares from Grantor Retained Annuity Trust #4 to the reporting person to satisfy an annuity payment on April 26, 2018.

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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