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

Form 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the fiscal year ended December 31, 2013**

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ______ to ______

Commission file number: 1-10864

UNITEDHEALTH GROUP®

UnitedHealth Group Incorporated
(Exact name of registrant as specified in its charter)

Minnesota	**41-1321939**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
UnitedHealth Group Center **9900 Bren Road East** **Minnetonka, Minnesota**	**55343**
(Address of principal executive offices)	**(Zip Code)**

(952) 936-1300
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

COMMON STOCK, $.01 PAR VALUE	**NEW YORK STOCK EXCHANGE, INC.**
(Title of each class)	**(Name of each exchange on which registered)**

Securities registered pursuant to Section 12(g) of the Act: NONE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer ☒	Accelerated filer ☐
Non-accelerated filer ☐	Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of voting stock held by non-affiliates of the registrant as of June 30, 2013 was $64,914,032,649 (based on the last reported sale price of $65.48 per share on June 30, 2013, on the New York Stock Exchange), excluding only shares of voting stock held beneficially by directors, executive officers and subsidiaries of the registrant.

As of January 31, 2014, there were 989,191,844 shares of the registrant's Common Stock, $.01 par value per share, issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

The information required by Part III of this report, to the extent not set forth herein, is incorporated by reference from the registrant's definitive proxy statement relating to its 2014 Annual Meeting of Stockholders. Such proxy statement will be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year to which this report relates.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of UnitedHealth Group Incorporated and Subsidiaries:

We have audited the accompanying consolidated balance sheets of UnitedHealth Group Incorporated and subsidiaries (the "Company") as of December 31, 2013 and 2012, and the related consolidated statements of operations, comprehensive income, changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2013. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of UnitedHealth Group Incorporated and Subsidiaries as of December 31, 2013 and 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2013, based on the criteria established in *Internal Control-Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 12, 2014, expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ DELOITTE & TOUCHE LLP

Minneapolis, Minnesota
February 12, 2014

In 2013, based on the 2012 statutory net income and statutory capital and surplus levels, the maximum amount of ordinary dividends that could have been paid by the Company's U.S. regulated subsidiaries to their parent companies was $4.3 billion. For the year ended December 31, 2013, the Company's regulated subsidiaries paid their parent companies dividends of $3.2 billion, including $430 million of extraordinary dividends. For the year ended December 31, 2012, the Company's regulated subsidiaries paid their parent companies dividends of $4.9 billion, including $1.2 billion of extraordinary dividends. As of December 31, 2013, $1.0 billion of the Company's $7.3 billion of cash and cash equivalents was available for general corporate use.

The Company's regulated subsidiaries had estimated aggregate statutory capital and surplus of approximately $14.8 billion as of December 31, 2013. The estimated statutory capital and surplus necessary to satisfy regulatory requirements of the Company's regulated subsidiaries was approximately $5.5 billion as of December 31, 2013.

Optum Bank must meet minimum requirements for Tier 1 leverage capital, Tier 1 risk-based capital, and Total risk-based capital of the Federal Deposit Insurance Corporation (FDIC) to be considered "Well Capitalized" under the capital adequacy rules to which it is subject. At December 31, 2013, the Company believes that Optum Bank met the FDIC requirements to be considered "Well Capitalized."

Share Repurchase Program

Under its Board of Directors' authorization, the Company maintains a share repurchase program. Repurchases may be made from time to time in open market purchases or other types of transactions (including structured share repurchase programs), subject to certain Board restrictions. In June 2013, the Board renewed and expanded the Company's share repurchase program with an authorization to repurchase up to 110 million shares of its common stock. During the year ended December 31, 2013, the Company repurchased 48 million shares at an average price of $65.52 per share and an aggregate cost of $3.2 billion. As of December 31, 2013, the Company had Board authorization to purchase up to an additional 83 million shares of its common stock.

Dividends

In June 2013, the Company's Board of Directors increased the Company's cash dividend to shareholders to an annual dividend rate of $1.12 per share, paid quarterly. Since June 2012, the Company had paid an annual cash dividend of $0.85 per share, paid quarterly. Declaration and payment of future quarterly dividends is at the discretion of the Board and may be adjusted as business needs or market conditions change.

The following table provides details of the Company's dividend payments:

Payment Date	Amount per Share	Total Amount Paid
		(in millions)
2013	$1.0525	$1,056
2012	0.8000	820
2011	0.6125	651

11. Share-Based Compensation

The Company's outstanding share-based awards consist mainly of non-qualified stock options, SARs and restricted stock and restricted stock units (collectively, restricted shares). As of December 31, 2013, the Company had 35 million shares available for future grants of share-based awards under its share-based compensation plan, including, but not limited to, incentive or non-qualified stock options, SARs and 14 million of awards in restricted shares. As of December 31, 2013, there were also 17 million shares of common stock available for issuance under the ESPP.

Stock Options and SARs

Stock option and SAR activity for the year ended December 31, 2013 is summarized in the table below:

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life	Aggregate Intrinsic Value
	(in millions)		(in years)	(in millions)
Outstanding at beginning of period	63	$45		
Granted	8	58		
Exercised	(28)	44		
Forfeited	(2)	55		
Outstanding at end of period	41	48	4.5	$1,121
Exercisable at end of period	30	46	3.1	879
Vested and expected to vest, end of period	40	48	4.5	1,110

Restricted Shares

Restricted share activity for the year ended December 31, 2013 is summarized in the table below:

(shares in millions)	Shares	Weighted-Average Grant Date Fair Value per Share
Nonvested at beginning of period	9	$46
Granted	4	58
Vested	(1)	38
Forfeited	(1)	51
Nonvested at end of period	11	50

Other Share-Based Compensation Data

(in millions, except per share amounts)	For the Years Ended December 31, 2013	2012	2011
Stock Options and SARs			
Weighted-average grant date fair value of shares granted, per share	$ 19	$ 18	$ 15
Total intrinsic value of stock options and SARs exercised	592	559	327
Restricted Shares			
Weighted-average grant date fair value of shares granted, per share	58	52	42
Total fair value of restricted shares vested	$ 31	$716	$113
Employee Stock Purchase Plan			
Number of shares purchased	3	3	3
Share-Based Compensation Items			
Share-based compensation expense, before tax	$331	$421	$401
Share-based compensation expense, net of tax effects	239	299	260
Income tax benefit realized from share-based award exercises	206	461	170

(in millions, except years)	December 31, 2013
Unrecognized compensation expense related to share awards	$310
Weighted-average years to recognize compensation expense	1.3

Share-Based Compensation Recognition and Estimates

The principal assumptions the Company used in calculating grant-date fair value for stock options and SARs were as follows:

	2013	2012	2011
Risk-free interest rate	1.0% - 1.6%	0.7% - 0.9%	0.9% - 2.3%
Expected volatility	41.0% - 43.0%	43.2% - 44.0%	44.3% - 45.1%
Expected dividend yield	1.4% - 1.6%	1.2% - 1.7%	1.0% - 1.4%
Forfeiture rate	5.0%	5.0%	5.0%
Expected life in years	5.3	5.3 - 5.6	4.9 - 5.0

Risk-free interest rates are based on U.S. Treasury yields in effect at the time of grant. Expected volatilities are based on the historical volatility of the Company's common stock and the implied volatility from exchange-traded options on the Company's common stock. Expected dividend yields are based on the per share cash dividend paid by the Company. The Company uses historical data to estimate option and SAR exercises and forfeitures within the valuation model. The expected lives of options and SARs granted represents the period of time that the awards granted are expected to be outstanding based on historical exercise patterns.

Other Employee Benefit Plans

The Company also offers a 401(k) plan for its employees. Compensation expense related to this plan was not material for the years ended December 31, 2013, 2012 and 2011.

In addition, the Company maintains non-qualified, unfunded deferred compensation plans, which allow certain members of senior management and executives to defer portions of their salary or bonus and receive certain Company contributions on such deferrals, subject to plan limitations. The deferrals are recorded within Long-Term Investments with an approximately equal amount in Other Liabilities in the Consolidated Balance Sheets. The total deferrals are distributable based upon termination of employment or other periods, as elected under each plan and were $441 million and $348 million as of December 31, 2013 and 2012, respectively.

12. Commitments and Contingencies

The Company leases facilities and equipment under long-term operating leases that are non-cancelable and expire on various dates through 2028. Rent expense under all operating leases for 2013, 2012 and 2011 was $438 million, $334 million and $295 million, respectively.

As of December 31, 2013, future minimum annual lease payments, net of sublease income, under all non-cancelable operating leases were as follows:

(in millions)	Future Minimum Lease Payments
2014	$487
2015	452
2016	348
2017	299
2018	273
Thereafter	544

The Company provides guarantees related to its service level under certain contracts. If minimum standards are not met, the Company may be financially at risk up to a stated percentage of the contracted fee or a stated dollar amount. None of the amounts accrued, paid or charged to income for service level guarantees were material as of or for the years ended December 31, 2013, 2012 and 2011.

UNITEDHEALTH GROUP

9900 Bren Road East, Minnetonka, Minnesota 55343

April 23, 2014

Dear Shareholder:

We cordially invite you to attend our 2014 Annual Meeting of Shareholders. We will hold our meeting on Monday, June 2, 2014, at 10:00 a.m. Pacific Time at Anthony Marlon Auditorium, 2700 North Tenaya Way, Las Vegas, Nevada 89128. This is the operating site of our UnitedHealthcare plan servicing Nevada.

As a shareholder of UnitedHealth Group, you play an important role in our company by considering and taking action on the matters set forth in the attached proxy statement. We appreciate the time and attention you invest in making thoughtful decisions.

Attached you will find a notice of meeting and proxy statement that contain further information about the items upon which you will be asked to vote and the meeting itself, including:

- How to obtain admission to the meeting if you plan to attend; and
- Different methods you can use to vote your proxy, including by internet, telephone and mail.

Every shareholder vote is important, and we encourage you to vote as promptly as possible. If you cannot attend the meeting in person, you may listen to the meeting via webcast. Instructions on how to access the live webcast are included in the proxy statement.

Sincerely,

Stephen J. Hemsley
President and Chief Executive Officer

Richard T. Burke
Chairman of the Board

of our employees and certain service providers, regardless of whether such compensation is deemed performance-based under Section 162(m) or is provided pursuant to a shareholder-approved plan. Any outstanding stock options and SARs that were fully vested prior to 2010 are not subject to the tax deduction limitation.

Peer Group and Managed Care Companies

Peer Group		Managed Care Companies
3M Company	Google Inc.	Aetna Inc.
Abbott Laboratories	Hewlett-Packard Company	CIGNA Corp.
Amazon.com Inc.	Home Depot, Inc. (The)	Coventry Health Care Inc.
American Express Co.	Intel Corporation	Humana Inc.
American International Group, Inc.	International Business Machines Corp.	WellPoint Inc.
Ameriprise Financial Inc.	Johnson & Johnson	
AmerisourceBergen Corporation	JPMorgan Chase & Co.	
Amgen Inc.	Kraft Foods Inc.	
Apple Inc.	Kroger Co. (The)	
Archer Daniels Midland Company	Lowe's Companies Inc.	
AT&T, Inc.	MasterCard Incorporated	
Bank of America Corp.	McDonald's Corp.	
Berkshire Hathaway Inc.	McKesson Corporation	
Best Buy Co. Inc.	Medtronic, Inc.	
Bristol-Myers Squibb Co.	Merck & Co. Inc.	
Bunge Limited	MetLife, Inc.	
Cardinal Health Inc.	Microsoft Corporation	
Cargill, Incorporated	Oracle Corp.	
Cisco Systems Inc.	PepsiCo, Inc.	
Citigroup, Inc.	Pfizer Inc.	
Coca-Cola Company (The)	Procter & Gamble Co.	
Colgate-Palmolive Co.	Prudential Financial Inc.	
Costco Wholesale Corporation	QUALCOMM Incorporated	
CVS Caremark Corporation	Safeway Inc.	
Dell Inc.	Sears Holdings Corporation	
Dow Chemical Company (The)	Sysco Corp.	
eBay Inc.	Target Corp.	
E.I. duPont de Nemours & Company	Travelers Companies, Inc. (The)	
Eli Lily and Co.	U.S. Bancorp	
EMC Corporation	United Parcel Service, Inc.	
Express Scripts Holding Company	Verizon Communications Inc.	
FedEx Corporation	Visa, Inc.	
General Electric Company	Walgreen Co.	
General Mills, Inc.	WellPoint Inc.	
Goldman Sachs Group, Inc. (The)	Wells Fargo & Company	

Compensation Committee Report

The Compensation Committee has reviewed and discussed the above Compensation Discussion and Analysis with management. Based on its review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the proxy statement and incorporated by reference into the Company's Annual Report on Form 10-K for the year ended December 31, 2013. This report was provided by the following independent directors who comprise the Compensation Committee:

Rodger A. Lawson (Chair)
William C. Ballard, Jr.
Douglas W. Leatherdale

2013 Summary Compensation Table*

The following table provides certain summary information for the years ended December 31, 2013, 2012 and 2011 relating to compensation paid or granted to, or accrued by us on behalf of, our named executive officers.

Name and Principal Position	Year	Salary ($)[1]	Bonus ($)	Stock Awards ($)[2]	Option/SAR Awards ($)[3]	Non-Equity Incentive Plan Compensation ($)[4]	Change in Pension Value and Non-Qualified Deferred Compensation Earnings ($)[5]	All Other Compensation ($)[6]	Total ($)
Stephen J. Hemsley	2013	1,300,000	—	5,625,019	1,875,011	3,100,000	—[7]	173,254	12,073,284
President and CEO	2012	1,300,000	—	7,000,012	—	5,300,000	—	287,443	13,887,455
	2011	1,300,000	—	7,000,028	—	4,940,000	—	154,804	13,394,832
David S. Wichmann	2013	892,885	—	3,375,092	1,125,003	2,608,526	—	114,061	8,115,567
Executive Vice President	2012	850,000	—	4,500,074	—	3,044,230	—	106,549	8,500,853
and CFO	2011	832,692	—	7,000,070	—	2,794,200	—	84,212	10,711,174
Gail K. Boudreaux	2013	892,885	—	3,375,092	1,125,003	2,008,526	—	111,282	7,512,788
Executive Vice President	2012	850,000	—	4,500,074	—	3,044,230	—	103,770	8,498,074
and CEO, UnitedHealthcare	2011	832,692	205,000	7,000,070	—	2,794,200	—	93,353	10,925,315
Larry C. Renfro	2013	892,885	—	3,375,092	1,125,003	3,858,526	—	49,928	9,301,434
Executive Vice President	2012	850,000	—	4,500,074	37,494	3,044,230	—	185,006	8,616,804
and CEO, Optum	2011	832,692	—	7,000,070	—	2,734,600	—	35,825	10,603,187
Marianne D. Short	2013	721,154	250,000[8]	3,000,056	1,000,017	990,384	—	65,744	6,027,355
Executive Vice President and Chief Legal Officer									

* Please see ''Compensation Discussion and Analysis'' above for a description of our executive compensation program necessary for an understanding of the information disclosed in this table. Please see ''Executive Employment Agreements'' below for a description of the material terms of each named executive officer's employment agreement.

(1) Amounts reported reflect the base salary earned by named executive officers in the years ended December 31, 2013, 2012 and 2011. Amounts reported for 2013 include the following salary amounts deferred by the named executive officers under our Executive Savings Plan:

Name	Amount Deferred
Stephen J. Hemsley	$78,000
David S. Wichmann	$53,573
Gail K. Boudreaux	$62,502
Larry C. Renfro	$53,573
Marianne D. Short	$39,808

(2) The amounts reported in this column reflect the aggregate grant date fair value of the RSUs and performance shares (at target) granted in 2013, 2012 and 2011 and computed in accordance with FASB ASC Topic 718, based on the closing stock price on the grant date. The grant date fair value of RSUs granted in 2013 and the grant date fair value of performance shares granted in 2013 if target performance and maximum performance is achieved are as follows:

Name	Restricted Stock Units	Performance Shares Target	Performance Shares Maximum
Stephen J. Hemsley	$1,875,006	$3,750,013	$7,500,026
David S. Wichmann	$1,125,050	$2,250,042	$4,500,084
Gail K. Boudreaux	$1,125,050	$2,250,042	$4,500,084
Larry C. Renfro	$1,125,050	$2,250,042	$4,500,084
Marianne D. Short	$2,000,037	$1,000,019	$2,000,038

See the 2013 Grants of Plan-Based Awards table for more information on stock awards granted in 2013.

(3) The actual value to be realized by a named executive officer depends upon the performance of the Company's stock and the length of time the award is held. No value will be realized with respect to any award if the Company's stock price does not increase following the award's grant date or if the executive officer does not satisfy the vesting criteria.

The amounts reported in this column for 2013 reflect the aggregate grant date fair value of stock options granted in 2013 computed in accordance with FASB ASC Topic 718. The amount shown for 2012 for Mr. Renfro reflects the incremental increase in fair value with respect to SARs granted in 2009 and 2010, the award agreements for which were amended in 2012 in order to revise the terms pursuant to which Mr. Renfro will be deemed retirement eligible. The grant prices for Mr. Renfro's 2009 and 2010 SARs were not modified in connection with such amendments. For a description of the assumptions used in computing the aggregate grant date fair value, see Note 11 to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2013. These same assumptions have been used in computing aggregate grant date fair value since fiscal year 2009.

(4) Amounts reported include both annual and long-term cash incentive awards to our named executive officers under our 2008 Executive Incentive Plan. The 2013 annual incentive awards, including amounts deferred by the named executive officers, were the following:

Name	Total Amount of Annual Cash Incentive Award	Amount of Annual Cash Incentive Award Deferred
Stephen J. Hemsley	$1,800,000	$108,000
David S. Wichmann	$1,750,000	$105,000
Gail K. Boudreaux	$1,150,000	$115,000
Larry C. Renfro	$3,000,000	—
Marianne D. Short	$750,000	$206,507

The long-term cash incentives for the 2011-2013 incentive period under our 2008 Executive Incentive Plan were the following:

Name	Period	Total Amount of Long-Term Cash Incentive Award
Stephen J. Hemsley	2011-2013	$1,300,000
David S. Wichmann	2011-2013	$858,526
Gail K. Boudreaux	2011-2013	$858,526
Larry C. Renfro	2011-2013	$858,526
Marianne D. Short	2011-2013	$240,384

(5) Named executive officers participate in our Executive Savings Plan, which is a non-qualified deferred compensation plan. The Executive Savings Plan does not credit above-market earnings or preferential earnings to the amounts deferred, and accordingly, no non-qualified deferred compensation earnings have been reported. Under the Executive Savings Plan, there are no measuring investments tied to Company stock performance. The measuring investments are a collection of unaffiliated mutual funds identified by the Company.

(6) All other compensation includes the following:

Name	Year	Company Matching Contributions Under 401(k) Savings Plan	Company Matching Contributions Under Executive Savings Plan	Company Matching Contributions Under Executive Board Service Matching Program[(a)]	Insurance Premiums[(b)]
Stephen J. Hemsley	2013	$11,475	$159,000	—	—
David S. Wichmann	2013	$11,475	$ 94,287	—	—
Gail K. Boudreaux	2013	$11,475	$ 94,287	—	—
Larry C. Renfro	2013	$11,475	$ 26,787	—	$11,666
Marianne D. Short	2013	—	$ 19,904	$30,000	$15,840

As permitted by SEC rules, we have omitted perquisites and other personal benefits that we provided to certain named executive officers in 2013 if the aggregate amount of such compensation to each of such named executive officers was less than $10,000. As noted above, we generally do not provide perquisites.

(a) The Company has adopted a policy pursuant to which it will match certain charitable contributions made by an executive officer if the executive officer also serves on the board of the charitable organization. The amount included for Ms. Short represents donations to three charitable organizations made by the Company to match the donations Ms. Short made to those charitable organizations on whose boards she serves.

(b) The Company provides each of Messrs. Wichmann and Renfro and Mses. Boudreaux and Short a $2 million face value term life insurance policy. The 2013 annual premiums paid by the Company on behalf of Mr. Wichmann and Ms. Boudreaux were less than $10,000.

(7) The amount of Mr. Hemsley's supplemental retirement benefit was frozen in 2006 based on his then current age and average base salary and converted into a lump sum of $10,703,229. As such, there was no increase in the benefit payable to Mr. Hemsley under his supplemental retirement benefit in fiscal year 2013.

(8) Reflects a sign-on bonus paid to Ms. Short in connection with her joining the Company as an executive officer.