

SIERRA HEALTH SERVICES INC

Form 4

February 25, 2008

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Giancursio Donald J

2. Issuer Name **and** Ticker or Trading
Symbol
SIERRA HEALTH SERVICES INC
[SIE]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

2724 N. TENAYA WAY

(Street)

LAS VEGAS, NV 89128

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Sr. VP, Sales & Marketing

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	02/25/2008		D ⁽¹⁾		14,232	D	\$ 43.5
Common Stock							0
Common Stock							2,380
Common Stock ⁽¹⁾	02/25/2008		D ⁽¹⁾		2,380	D	\$ 43.5
							0

By 401(k)
PlanBy 401(k)
Plan

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

number.

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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 4.465	02/25/2008		D ⁽²⁾	3,000	12/10/2002 ⁽³⁾ 12/09/2011	Common	3,000
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 5.825	02/25/2008		D ⁽²⁾	6,000	12/10/2003 ⁽⁴⁾ 12/09/2012	Common	6,000
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 6.305	02/25/2008		D ⁽²⁾	10,000	04/14/2004 ⁽⁵⁾ 04/13/2013	Common	10,000
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 38.62	02/25/2008		D ⁽²⁾	3,000	12/30/2005 ⁽⁶⁾ 12/06/2010	Common	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Giancursio Donald J 2724 N. TENAYA WAY LAS VEGAS, NV 89128	Sr. VP, Sales & Marketing

Signatures

Donald J. Giancursio / Jayne Primaky,
POA

02/25/2008

__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) Shares, including restricted stock units, disposed of pursuant to the merger agreement between Sierra Health Services, Inc. and UnitedHealth Group Incorporated for a cash payment of \$43.50 per share. This disposition occurred on the effective date of the merger.
Options disposed of pursuant to the merger agreement between Sierra Health Services, Inc. and UnitedHealth Group Incorporated for a cash payment for each option share equal to \$43.50 minus the per share exercise price of the option. This disposition occurred on the effective date of the merger.
- (2) Exercisable as to 20% on each of 12/10/02, 12/10/03, 12/10/04, 12/10/05 and 12/10/06.
- (3) Exercisable as to 20% on each of 12/10/03, 12/10/04, 12/10/05, 12/10/06 and 12/10/07.
- (5) Exercisable as to 20% on each of 4/14/04, 4/14/05, 4/14/06, 4/14/07 and 4/14/08. The options became fully vested upon consummation of the merger.
- (6) Exercisable as to 100% on 12/30/05.

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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