

JEFFS ROGER
Form 4
November 26, 2008

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 *
JEFFS ROGER

2. Issuer Name and Ticker or Trading Symbol
UNITED THERAPEUTICS CORP
[UTHR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/24/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
President & COO

(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

(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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Disposed of (D) (Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title	
				Code	V				
Share Tracking Award	\$ 94.06	11/24/2008	11/24/2008	D		112,875	06/03/2009 ⁽¹⁾	06/03/2018	Common Stock
Share Tracking Award	\$ 109.64	11/24/2008	11/24/2008	D		87,500	09/15/2009 ⁽³⁾	09/15/2018	Common Stock
Share Tracking Award	\$ 50.63	11/24/2008	11/24/2008	A	112,875		06/03/2009 ⁽¹⁾	06/03/2018	Common Stock
Share Tracking Award	\$ 50.63	11/24/2008	11/24/2008	A	87,500		09/15/2009 ⁽³⁾	09/15/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JEFFS ROGER	X		President & COO	

Signatures

/s/ Paul Mahon under Power of
Attorney

11/26/2008

**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) These non-dilutive share tracking awards vest in one-third increments on each of June 3, 2009, June 3, 2010, and June 3, 2011, and settle in cash only.
 - (2) The reporting person agreed to cancellation of the share tracking awards granted to him on June 3, 2008, in exchange for new share tracking awards having a lower exercise price.
 - (3) These non-dilutive share tracking awards vest in one-third increments on each of September 15, 2009, September 15, 2010, and September 15, 2011, and settle in cash only.
 - (4) The reporting person agreed to cancellation of the share tracking awards granted to him on June 15, 2008, in exchange for new share tracking awards having a lower exercise price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.