McDonald William J. Form 4 December 16, 2009

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

3235-0287 Number: January 31,

**OMB APPROVAL** 

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Check this box

obligations may continue. See Instruction

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

1(b).

Common

(Print or Type Responses)

1. Name and A McDonald V	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol HUMANA INC [HUM]			Issuer			
(Last)	(First) (M	Iiddle) 3. Date of	3. Date of Earliest Transaction			(Check all applicable)		
CAPITAL O	`	(Month/Day/Year) 12/15/2009			X Director Officer (gi below)		6 Owner eer (specify	
	4. If Amer	4. If Amendment, Date Original			6. Individual or	6. Individual or Joint/Group Filing(Check		
		Filed(Mon	th/Day/Year	)		Applicable Line) _X_ Form filed b	y One Reporting P	erson
MCLEAN,					Form filed by Person	Form filed by More than One Reporting Person		
(City)	(State)	Zip) Table	e I - Non-D	erivative S	Securities .	Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transacti	onAcquired	d (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	` '	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and 5)	Owned	Indirect (I)	Ownership
			Code V	Amount	(A) or (D) Pri	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Humana						250	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: McDonald William J. - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number on f 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)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Unit (1)	<u>(1)</u>				<u>(1)</u>	<u>(1)</u>	Humana Common	12,909	
Stock Unit (2)	<u>(2)</u>	12/15/2009	A	147	(2)	(2)	Humana Common	147	\$ 42.4

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
McDonald William J. CAPITAL ONE 1680 CAPITAL ONE DRIVE MCLEAN, VA 22102	X					

## **Signatures**

Reporting Person

William J.
McDonald

\*\*Signature of 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) Annual Director's fee payable in stock units, deferred at the election of the reporting person until his resignation of services as a director at which time the stock units will be payable in Humana Inc. common stock on a 1-for-1 basis, exempt pursuant to Rule 16(b)-3(d)(1).
- Director's cash fee elected to be converted into stock units, deferred at the election of the reporting person until his resignation of services (2) as a director at which time the stock units will be payable in Humana Inc. common stock on a 1-for-1 basis, exempt pursuant to Rule 16(b)-3(d)(1).
- (3) The amount of securities beneficially owned is increased by 147 shares for the December 15, 2009 cash fee conversion to stock and 1 share due to fractional share accumulations that have occurred since October 15, 2009.

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.

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