**HUMANA INC** Form 4 January 04, 2011

### 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

(Print or Type Responses)

1. Name and Address of Reporting Person \* **NASH DAVID** 

2. Issuer Name and Ticker or Trading

Symbol

HUMANA INC [HUM]

(First) (Middle) (Last) 3. Date of Earliest Transaction

> (Month/Day/Year) 01/03/2011

**HUMANA INC., 500 WEST MAIN** STREET

(Street)

4. If Amendment, Date Original

3.

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Check all applicable)

X\_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

LOUISVILLE, KY 40202

(City) (State) (Zip) 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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1.Title of Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

4. Securities

D

Humana Common

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

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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)

#### Edgar Filing: HUMANA INC - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.		5. Numb	oer	6. Date Exer	cisable and	7. Title and A	Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ction	nof Deriv	ative	Expiration D	ate	Underlying S	Securities	Deriva
Security	or Exercise		any	Code		Securitie	es	(Month/Day/	/Year)	(Instr. 3 and	4)	Securit
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	3)	Acquire	d					(Instr.
	Derivative					(A) or						
	Security					Dispose	d of					
						(D)						
						(Instr. 3,	, 4,					
						and 5)						
											Amount	
											or	
								Date	Expiration	Title	Number	
								Exercisable	Date	THE	of	
				Code	V	(A)	(D)				Shares	
Stock	<u>(1)</u>	01/03/2011		A		2,255		<u>(1)</u>	<u>(1)</u>	Humana	2,255	\$ 55.
Unit (1)	<del></del>			_		,		_	_	Common	,	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
NASH DAVID HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202	X						

# **Signatures**

David Nash 01/04/2011

\*\*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).

Annual Director's fee payable in stock units which have been deferred at the election of the reporting person until his resignation of (1) 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).

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.

Reporting Owners 2