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McDonald Wi	illiam J.											
Form 4												
February 17, 2	2011											
FORM	4							~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~		PPROVAL		
	UNITED	STATES		ITIES A hington,			NGE (COMMISSION	OMB Number:	3235-028		
Check this box if no longer					Expires:	January 31, 2005						
subject to	STATEM	IENT O	F CHAN			CIAI	NERSHIP OF	Estimated average				
Section 16				SECUR	ITIES				burden hours per			
Form 4 or Form 5	Filed pur	suppt to	Section 16	S(n) of the	Socuriti	oc Ev	chand	x_{2} Act of 1034	response	0.5		
obligations	Section 17(ge Act of 1934, f 1935 or Sectio	n			
may contin See Instruc	iue.		of the Inv	•	•	• •			11			
1(b).	2001	()				,						
(Print or Type Re	esponses)											
1. Name and Ad	dress of Reporting	Person [*]	2. Issuer	Name and	Ticker or T	Frading	g	5. Relationship of	f Reporting Per	son(s) to		
McDonald William J. Symbol								Issuer				
	HUMAN	NA INC [HUM]			(Check all applicable)						
(Last)	(First) (M	/liddle)	3. Date of	Earliest Tra	ansaction			(Chee	ik un uppheuok	-)		
				ay/Year)				_X_Director10% Owner				
			02/15/2011					Officer (give below)	below)	er (specify		
ONE DRIVE	,											
(Street)				ndment, Dat	-			6. Individual or Joint/Group Filing(Check				
	Filed(Mon	th/Day/Year)	1			Applicable Line) _X_ Form filed by One Reporting Person						
MCLEAN, V	A 22102								More than One Re			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ties Ac	quired, Disposed o	f. or Beneficial	llv Owned		
1.Title of	2. Transaction Date	- 24 Dee		3.	4. Securit			5. Amount of	6. Ownership	-		
Security	(Month/Day/Year)		on Date, if		onAcquired		r	Securities	Form: Direct			
(Instr. 3)		any		Code	Disposed			Beneficially	(D) or	Beneficial		
		(Month/	Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
						(A)		Reported	(mour r)	(1115111-1)		
						(A) or		Transaction(s)				
				Code V	Amount		Price	(Instr. 3 and 4)				
Humana								250	D			
Common												

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 required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transac	5. Number ransaction		6. Date Exercisable and Expiration Date		7. Title and Amount of		8. Price o Derivativ	
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Teal)	(Month/Day/Year)	Code (Instr. 8	8)	Derivative		Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		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>	(1)	Humana Common	17,936	
Stock Unit (2)	(2)	02/15/2011		А		106		(2)	(2)	Humana Common	106	\$ 58.7

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Reporting Owners

Reporting Owner Name / Addre		Relationships								
		Director	10% Owner	Officer	Other					
McDonald William J. CAPITAL ONE 1680 CAPITAL ONE DRI MCLEAN, VA 22102	VE	Х								
Signatures										
William J. McDonald	02/	/16/2011								
<u>**</u> 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) 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 106 shares for the February 15, 2011 cash fee conversion to stock and 1 share due to fractional share accumulations that have occurred since January 14, 2011.

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.