Christopher M Todoroff Form 4 February 22, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

**OMB APPROVAL** 

3235-0287

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January 31, 2005

0.5

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Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

subject to

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).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Christopher M Todoroff

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

(Middle)

HUMANA INC [HUM] 3. Date of Earliest Transaction

Director 10% Owner

(Check all applicable)

**HUMANA INC., 500 WEST MAIN** 

(First)

STREET

(Last)

(Month/Day/Year) 02/17/2011

X\_ Officer (give title

Other (specify

below)

Sr. VP and General Counsel

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

D

Person

LOUISVILLE, KY 40202

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following Reported

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

Beneficial Ownership (Instr. 4)

(9-02)

(A) or

Price

Transaction(s) (Instr. 3 and 4)

Code V Amount (D)

Humana Common

18,500

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

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration I (Month/Day	Pate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (1)	\$ 45.98					(2)	08/28/2015	Humana Common	45,000
Options (1)	\$ 41.83					(3)	02/19/2016	Humana Common	58,052
Options (1)	\$ 29.53					<u>(4)</u>	04/28/2016	Humana Common	35,000
Options (1)	\$ 46.4					<u>(5)</u>	02/18/2017	Humana Common	41,545
Options (1)	\$ 61.18	02/17/2011		A	22,767	<u>(6)</u>	02/17/2018	Humana Common	22,767
Restricted Stock Units (7)	<u>(8)</u>	02/17/2011		A	5,149	<u>(9)</u>	<u>(9)</u>	Humana Common	5,149

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
, g	Director	10% Owner	Officer	Other			
Christopher M Todoroff			Sr. VP and				
HUMANA INC.							
500 WEST MAIN STREET			General				
LOUISVILLE, KY 40202			Counsel				

# **Signatures**

Christopher M.
Todoroff

\*\*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) Right to buy pursuant to the Company's 2003 Stock Incentive Plan.
- (2) Incentive and Non-Qualified stock options granted to reporting person on 8/28/08 vesting in three increments from 8/28/09 to 8/28/2011.

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- (3) Reporting person was granted the maximum number of Incentive stock options allowed and remaining options were granted as Non-Qualified stock options. The option grant vests in three increments from 2/19/10 to 2/19/12.
- (4) Non-Qualified stock option grant vests in three increments from 4/28/10 to 4/28/12.
- (5) Reporting person was granted the maximum number of Incentive stock options allowed and remaining options were granted as Non-Qualified stock options. The option grant vests in three increments from 2/18/11 to 2/18/13.
- (6) Reporting person was granted the maximum number of Incentive stock options allowed and remaining options were granted as Non-Qualified stock options. The option grant vests in three increments from 2/17/12 to 2/17/14.
- (7) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
- (8) Each restricted stock unit represents a contingent right to receive one share of Humana Inc. common stock, exempt under Rule 16b-3(d)(1) & (3).
- (9) Restricted stock units granted to reporting person on 2/17/11, 100% of the award is vesting on 2/17/14.

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.