

MCCALLISTER MICHAEL B
 Form 4
 March 30, 2012

FORM 4

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

OMB APPROVAL

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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 *
MCCALLISTER MICHAEL B

(Last) (First) (Middle)

HUMANA INC., 500 WEST MAIN STREET

(Street)

LOUISVILLE, KY 40202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HUMANA INC [HUM]

3. Date of Earliest Transaction (Month/Day/Year)
03/29/2012

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board & CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Humana Common					12,325	I	See Footnote (1)
Humana Common					8,560	I	See Footnote (2)
Humana Common	03/29/2012		M		150,000	A	\$ 53.96 513,570 (18)
Humana Common	03/29/2012		F		89,346	D	\$ 90.59 424,224
	03/29/2012		F		26,417	D	\$ 90.59 397,807

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Humana
Common

Humana Common	03/29/2012	S	95,000	D	\$ 90.2889 <u>(19)</u>	302,807	D
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Humana
Common

12,366 I

See
Footnote
(2008
GRAT)
(3)

Humana
Common

18,057 I

See
Footnote
(2010
GRAT)
(4)

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

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(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 (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. Transaction Code (Instr. 8)	5. Number of 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Options ⁽⁵⁾	\$ 53.96	03/29/2012		M	150,000	⁽⁶⁾ 02/23/2013	Humana Common 150,000
Options ⁽⁵⁾	\$ 62.1					⁽⁷⁾ 02/22/2014	Humana Common 129,750
Options ⁽⁵⁾	\$ 69.475					⁽⁸⁾ 02/21/2015	Humana Common 159,580
Options ⁽⁵⁾	\$ 41.83					⁽⁹⁾ 02/19/2016	Humana Common 75,250
Options ⁽⁵⁾	\$ 46.4					⁽¹⁰⁾ 02/18/2017	Humana Common 86,554
Options ⁽⁵⁾	\$ 61.18					⁽¹¹⁾ 02/17/2018	Humana Common 88,530

Options ⁽⁵⁾	\$ 88.6475	<u>(12)</u>	02/23/2019	Humana Common	101,55
Restricted Stock Units ⁽¹³⁾	<u>(14)</u>	<u>(15)</u>	<u>(15)</u>	Humana Common	20,023
Restricted Stock Units ⁽¹³⁾	<u>(14)</u>	<u>(16)</u>	<u>(16)</u>	Humana Common	19,741
Phantom Stock Units	<u>(17)</u>	<u>(17)</u>	<u>(17)</u>	Humana Common	1,157

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCALLISTER MICHAEL B HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202	X		Chairman of the Board & CEO	

Signatures

Michael B.
McCallister 03/30/2012

 Signature of Date
Reporting Person

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) Shares held in a trust for the benefit of reporting person's spouse.
- (2) Shares held in a trust for the benefit of reporting person's children.
- (3) Shares held in a GRAT with reporting person's spouse as trustee.
- (4) Shares held in a GRAT with reporting person's spouse as trustee.
- (5) Right to buy pursuant to Company's 2003 Stock Incentive Plan.
- (6) Incentive and Non-Qualified stock options granted to reporting person on 2/23/06, NQ options vesting in three increments from 2/23/07 to 2/23/09, and ISO's vesting on 2/23/09.
- (7) Incentive and Non-Qualified stock options granted to reporting person on 2/22/07, NQ options vesting in three increments from 2/22/08 to 2/22/10, and ISO's vesting on 2/22/10.
- (8) Incentive and Non-Qualified stock options granted to reporting person on 2/21/08, NQ options vesting in three increments from 2/21/09 to 2/21/11, and ISO's vesting on 2/21/11.
- (9) 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.
- (10) 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.

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- (11) 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.
- (12) 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 2/23/13 to 2/23/15.
- (13) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
- (14) 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).
- (15) Restricted stock units granted to reporting person on 2/17/11, 100% of the award is vesting on 2/17/14.
- (16) Restricted stock units granted to reporting person on 2/23/12, 100% of the award is vesting on 2/23/15.
- (17) Phantom Stock Units held for the benefit of reporting person as of March 29, 2012 based on the value of Humana common stock on a 1-for-1 basis, under the Humana Excess Plan exempt under Rule 16b-3(c and d).
- (18) On 3/16/2012 all shares held for the benefit of reporting person under the Humana Retirement & Savings Plan were disbursed when the stock price was \$87.02 and the 38,560 shares are included in the directly held securities.

This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$90.07 to \$90.705. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.
- (19)

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.