HUMANA INC Form 4 August 16, 2013

FORM 4

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

OMB APPROVAL OMB

Number:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

HUMANA INC [HUM]

3. Date of Earliest Transaction

Symbol

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Middle)

MCCALLISTER MICHAEL B

HUMANA INC., 500 WEST MAIN STREET			(Month/Day/Year) 08/15/2013				_X_ Director 10% Owner Officer (give title below) Other (specify below)			
(Street)			,				6. Individual or Joint/Group Filing(Check			
LOUISVILLE, KY 40202			·				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Datany (Month/Day/Y	Code	orDisposed of (Instr. 3, 4	f (D)		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)	
Humana Common	08/15/2013		M	79,793	A		191,652	D		
Humana Common	08/15/2013		M	59,024	A	\$ 61.18	250,676	D		
Humana Common	08/15/2013		S	138,817	D	\$ 91.4856 (14)	111,859	D		
Humana Common							12,325	I	See Footnote	
							8,560	I		

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Humana Common			See Footnote
Humana Common	56,650	I	See Footnote (3)
Humana Common	12,366	I	See Footnote (2008 GRAT)
Humana Common	10,837	I	See Footnote (2010 GRAT)
Humana Common	30,400	I	See Footnote (2012 GRAT)

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

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SEC 1474

(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. Transactic Code (Instr. 8)	Secu Secu Acq or D (D)	urities uired (A) Disposed of tr. 3, 4,	6. Date Exer Expiration D (Month/Day/	ate	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 (5)	\$ 69.475	08/15/2013		M		79,793	<u>(6)</u>	02/21/2015	Humana Common	79,793
Options (5)	\$ 61.18	08/15/2013		M		59,024	<u>(7)</u>	02/17/2018	Humana Common	59,024
Options (5)	\$ 88.6475						<u>(8)</u>	02/23/2019	Humana Common	101,557

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Restricted Stock Units (9)	(10)	(11)	<u>(11)</u>	Humana Common	20,023
Restricted Stock Units (9)	(10)	(12)	(12)	Humana Common	19,741
Restricted Stock Units	(13)	(13)	(13)	Humana Common	2,026

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MCCALLISTER MICHAEL B

HUMANA INC.

500 WEST MAIN STREET

LOUISVILLE, KY 40202

Signatures

Michael B.

McCallister 08/16/2013

**Signature of Person 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 gift trust 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.
- 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.
- (7) 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.
- (8) 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.
- (9) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
- (10) 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).
- (11) Restricted stock units granted to reporting person on 2/17/11, 100% of the award is vesting on 2/17/14.
- (12) Restricted stock units granted to reporting person on 2/23/12, 100% of the award is vesting on 2/23/15.

Reporting Owners 3

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- 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) under the Company's 2011 Plan. 100% of the award is vesting on 12/31/2013.
- (14) Sold at prices ranging from \$91.29 to \$91.76.

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.