HUMANA INC Form 4 November 25, 2013

OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or 0.5 response... Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

MURRAY	JAMES E	· -	Symbol		IIIIM	Issuer	1 2	,			
a) an)		0.E.1.II.\		NA INC []	•	(C	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	insaction						
			(Month/Da	ıy/Year)		Director	109				
HUMANA	INC., 500 WES	ΓMAIN	11/22/20	13		"	give titleOth	er (specify			
STREET						below)	below) EVP & COO				
		4. If Amendment, Date Original			6. Individual o	6. Individual or Joint/Group Filing(Check					
			Filed(Month/Day/Year) Applicable L			Applicable Line	Line)				
							by One Reporting P				
LOUISVIL	LE, KY 40202					Form filed b	by More than One R	eporting			
						reison					
(City)	(State)	(Zip)	Table	I - Non-Do	erivative Securities A	cquired, Dispose	d of, or Beneficia	lly Owned			
1.Title of	2. Transaction Da	te 2A. Dee	emed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature o			
Security	(Month/Day/Year) Execution	on Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect			
(Instr. 3)		any		Code	Disposed of (D)	Beneficially	(D) or	Beneficial			
		(Month/	Doy/Voor)	(Instr 9)	(Instr 2 4 and 5)	Owned	Indiract (I)	Ownarchin			

(City)	(State) (2	Table	I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		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	11/22/2013		G	400	D	\$ 0	104,999	D	
Humana Common							3,983	I	See Footnote (1)
Humana Common							1,356	I	See Footnote (2)
Humana Common							14,400	I	See Footnote

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Humana Common	660 I	See Footnote (3)
Reminder: Report on a separate line for each class of securities be	eneficially 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.	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)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secu (Insti
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options (4)	\$ 61.18					<u>(5)</u>	02/17/2018	Humana Common	13,070	
Options (4)	\$ 88.6475					<u>(6)</u>	02/23/2019	Humana Common	48,747	
Options (4)	\$ 72.84					<u>(7)</u>	02/20/2020	Humana Common	20,801	
Restricted Stock Units (8)	<u>(10)</u>					<u>(11)</u>	<u>(11)</u>	Humana Common	8,867	
Restricted Stock Units (8)	<u>(10)</u>					(12)	(12)	Humana Common	9,476	
Restricted Stock Units (9)	(10)					(13)	(13)	Humana Common	6,864	
Phantom Stock Units	(15)					(15)	(15)	Humana Common	1,687	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MURRAY JAMES E

HUMANA INC. EVP & 500 WEST MAIN STREET COO LOUISVILLE, KY 40202

Signatures

James E. Murray 11/25/2013

**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 by reporting person's spouse.
- (2) Shares held in The Murray Family Partnership.
- Shares held for the benefit of reporting person as of October 31, 2013 under the Humana Retirement Savings Plan including routine payroll deductions, quarterly dividend allocation, and a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, exempt under Rule 16b-3(c).
- (4) Right to buy pursuant to Company's 2003 Stock Incentive Plan.
- (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 2/17/12 to 2/17/14.
- (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 2/23/13 to 2/23/15.
- (7) Incentive and Non-Qualified stock options granted to reporting person on 02/20/13, vesting in three increments from 02/20/14 to 02/20/16.
- (8) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
- (9) Right to receive one share per restricted stock unit pursuant to the Company's 2011 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 02/17/11, 100% of the award is vesting on 02/17/14.
- (12) Restricted stock units granted to reporting person on 02/23/12, 100% of the award is vesting on 02/23/15.
- (13) Restricted stock units granted to reporting person on 02/20/13, 100% of the award is vesting on 02/20/16.
- (14) Transfer of Shares from Family Partnership to Family Trust Mr. Murray's spouse is the trustee and his family members are the beneficiaries.

Phantom Stock Units held for the benefit of reporting person as of October 31, 2013 based on the value of Humana common stock on a 1-for-1 basis, under the Humana Retirement Equalization Plan. The ending number of units reflects normal fluctation due to changes in stock price.

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.

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