

HUMANA INC
Form 4
August 16, 2013

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)
08/15/2013

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)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Humana Common	08/15/2013		M		79,793	A	\$ 69.475
Humana Common	08/15/2013		M		59,024	A	\$ 61.18
Humana Common	08/15/2013		S		138,817	D	\$ 91.4856 (14)
Humana Common							12,325
							8,560

See Footnote (1)

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Humana Common						See Footnote (2)
Humana Common		56,650		I		See Footnote (3)
Humana Common		12,366		I		See Footnote (2008 GRAT) (4)
Humana Common		10,837		I		See Footnote (2010 GRAT) (4)
Humana Common		30,400		I		See Footnote (2012 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)	Amount of Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Options ⁽⁵⁾	\$ 69.475	08/15/2013		M	79,793	⁽⁶⁾	02/21/2015	Humana Common	79,793
Options ⁽⁵⁾	\$ 61.18	08/15/2013		M	59,024	⁽⁷⁾	02/17/2018	Humana Common	59,024
Options ⁽⁵⁾	\$ 88.6475					⁽⁸⁾	02/23/2019	Humana Common	101,557

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

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			

Signatures

Michael B. McCallister	08/16/2013
<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) 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.
- (6) 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.

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- (13) 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.