

HUMANA INC
Form 144
January 17, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 144

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NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

1 (a) NAME OF ISSUER (Please type or print) (b) IRS IDENT. NO. (c) S.E.C. WORK LOCATION FILE NO.
Humana Inc. 61-0647538 NO. 1-5975

1 (d) ADDRESS OF ISSUER (e) TELEPHONE
STREET CITY AREA NUMBER
STATE ZIP CODE CODE 580-1000
500 West Main Louisville KY 40202

2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD (b) RELATIONSHIP TO ISSUER ADDRESS STREET CITY STATE ZIP CODE
Michael B. McCallister Former Chairman of the Board 500 W. Main Street Louisville KY 40202

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. identification Number and the S.E.C. File Number

3 (a)	(b)	SEC USE ONLY (c)	(d)	(e)	(f)	(g)	
Title of the Class of Securities To Be Sold	Name and Address of Each Broker Through Whom the Securities Are To Be Offered or Each Market Maker who is Acquiring the Securities	Broker-Dealer File Number	Number of Shares or Other Units To Be Sold (See Instr. 3 (c))	Aggregate Market Value (See Instr. 3(d))	Number of Shares or Other Units Outstanding (See Instr. 3(e))	Approximate Date of Sale (See Instr. 3(f)) (MO. DAY YR.)	Name of Each Securities Exchange (See instr. 3 g))
Common	Fifth Third 401 S. Fourth Street		31,442	\$3,052,704.78, based on FMV on 12/31/2013	704,780	1/17/2014	NYSE

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	Louisville, KY		1/15/2014		
	40202		of \$97.09		
Common	Goldman Sachs & Co.	118,558	\$11,510,540	Based 1/17/2014	NYSE
	3414 Peachtree Rd.		on FMV of		
	Suite 600		on 12/31/2013		
	Atlanta,		1/15/2014		
	GA 30326		of \$97.09		

INSTRUCTIONS:

1. (a) Name of Issuer (b) Name and Address of each broker through whom the securities are intended to be sold (c) Number of shares or other units to be sold (if debt securities, give the aggregate principal amount) (d) Aggregate market value of the securities to be sold as of a specified date with a copy of the most recent report or statement published by the issuer (e) Number of shares or other units of the class outstanding, or if debt securities the principal amount outstanding (f) Approximate date on which the securities are to be sold (g) Name of each securities exchange, if any, on which the securities are intended to be sold
2. (a) Name of person for whose account the securities are to be sold (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing) (c) Such person's address, including zip code

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 control number.

SEC 1147 (08-07)

TABLE I - SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor.

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of the Person from Whom Acquired (if gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common	02/01/1991	Stock Award	Issuer	932	N/A	N/A
Common	07/07/1998	Stock Option	Issuer	999	07/07/1998	Cash
Common	02/26/1999	Exercise	Issuer	1,987	02/26/1999	Stock
Common	05/22/2006	Stock Option	Issuer	1,746	N/A	N/A
Common	01/18/2011	Exercise	Issuer	12,917	01/18/2011	Stock
Common	03/21/2012	Restricted Stock	Issuer	34,582	N/A	N/A
Common	03/30/2012	Award	Issuer	3,487	03/30/2012	Stock
Common	04/09/2003	Stock Option	Issuer	30,400	04/09/2003	Cash
Common	09/09/1998	Exercise	Issuer	7,658	N/A	N/A
Common	11/16/2007	NUA	Issuer	3	11/16/2007	Stock
Common	01/18/2011	Stock Option	Issuer	1,349	01/18/2011	Stock
Common	03/21/2012	Exercise	Issuer	3,978	N/A	N/A
Common	12/28/2012	Stock Option	Issuer	16,494	12/28/2012	Stock
Common	12/31/2013	Exercise	Issuer	2,026	N/A	N/A
Common	08/07/2000	Restricted Stock Award	Issuer	31,442	N/A	N/A
		Stock Option				
		Exercise				

Stock Option
 Exercise
 NUA
 Stock Option
 Exercise
 Restricted Stock
 Award
 Restricted Stock
 Award

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS (1)

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
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None

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose operations of the issuer of the securities to be sold which sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the issuer of the securities to be sold which has not been publicly disclosed. If each person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

/s/ Michael B.

January 17, 2014
 DATE OF NOTICE

McCallister
 (SIGNATURE)

DATE OF PLAN OR GIVING OF INSTRUCTION,
 IF RELYING ON RULE 10B5-1

This notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.

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Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

SEC 1147 (02-08))