

HUMANA INC  
Form 4  
February 19, 2014

**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 \*  
Christopher M Todoroff

(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)  
02/17/2014

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)

Sr. VP and General Counsel

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)
				(A) or (D)	Price		
Humana Common	02/17/2014		M	5,149	A \$ 0.1667	21,375	D
Humana Common	02/17/2014		F	1,849	D \$ 99.235	19,526	D

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

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SEC 1474 (9-02)

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**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 or Number of Shares
Options <sup>(1)</sup>	\$ 46.4					<sup>(3)</sup> 02/18/2017	Humana Common	11,690
Options <sup>(1)</sup>	\$ 61.18					<sup>(4)</sup> 02/17/2018	Humana Common	7,580
Options <sup>(1)</sup>	\$ 88.6475					<sup>(5)</sup> 02/23/2019	Humana Common	24,300
Options <sup>(1)</sup>	\$ 72.84					<sup>(6)</sup> 02/20/2020	Humana Common	14,000
Options <sup>(2)</sup>	\$ 102.155	02/18/2014		A	15,086	<sup>(7)</sup> 02/18/2021	Humana Common	15,086
Restricted Stock Units <sup>(8)</sup>	<sup>(10)</sup>	02/17/2014		M	5,149	<sup>(11)</sup> <sup>(11)</sup>	Humana Common	5,149
Restricted Stock Units <sup>(8)</sup>	<sup>(10)</sup>					<sup>(12)</sup> <sup>(12)</sup>	Humana Common	4,730
Restricted Stock Units <sup>(9)</sup>	<sup>(10)</sup>					<sup>(13)</sup> <sup>(13)</sup>	Humana Common	4,630
Restricted Stock Units <sup>(9)</sup>	<sup>(10)</sup>	02/18/2014		A	3,304	<sup>(14)</sup> <sup>(14)</sup>	Humana Common	3,304

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Christopher M Todoroff HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202			Sr. VP and General Counsel	

## Signatures

Christopher M.  
Todoroff

02/19/2014

\_\_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) Right to buy pursuant to the Company's 2003 Stock Incentive Plan.
- (2) Right to buy pursuant to the Company's 2011 Stock Incentive Plan.
- (3) 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.
- (4) 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.
- (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 2/23/13 to 2/23/15.
- (6) 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.
- (7) Incentive and Non-Qualified stock options granted to reporting person on 02/18/14, vesting in three increments from 02/18/15 to 02/18/17.
- (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) Restricted stock units granted to reporting person on 02/18/14, 100% of the award is vesting on 02/18/17.

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.