

HUMANA INC
Form 4
March 19, 2014

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(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)

03/18/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Sr. VP and General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Humana Common	03/18/2014		M	7,589 A	\$ 61.18 27,115	D	
Humana Common	03/18/2014		F	890 D	\$ 112.56 26,225	D	
Humana Common	03/18/2014		S	8,000 D	\$ 113.2 18,225	D	

Reminder: Report on a separate line for each class of securities beneficially 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**

SEC 1474
(9-02)

number.

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	\$ 46.4					<u>(13)</u>	02/18/2017	Humana Common	0 <u>(13)</u>
Options <u>(1)</u>	\$ 61.18	03/18/2014		M	7,589	<u>(3)</u>	02/17/2018	Humana Common	7,589
Options <u>(1)</u>	\$ 88.6475					<u>(4)</u>	02/23/2019	Humana Common	24,374
Options <u>(1)</u>	\$ 72.84					<u>(5)</u>	02/20/2020	Humana Common	14,041
Options <u>(2)</u>	\$ 102.155					<u>(6)</u>	02/18/2021	Humana Common	15,086
Restricted Stock Units <u>(7)</u>	<u>(9)</u>					<u>(10)</u>	<u>(10)</u>	Humana Common	4,738
Restricted Stock Units <u>(8)</u>	<u>(9)</u>					<u>(11)</u>	<u>(11)</u>	Humana Common	4,633
Restricted Stock Units ⁽⁸⁾	<u>(9)</u>					<u>(12)</u>	<u>(12)</u>	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	

