#### MCCALLISTER MICHAEL B

Form 4

#### December 02, 2009 **OMB APPROVAL** 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 response... 0.5 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  MCCALLISTER MICHAEL B			2. Issuer Name <b>and</b> Ticker or Trading Symbol HUMANA INC [HUM]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an approach)		
HUMANA II STREET	NC., 500 W	EST MAIN	(Month/Day/Year) 11/30/2009	_X_ Director 10% Owner _X_ Officer (give title Other (specify below)  President & CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
LOUISVILL	E, KY 4020	)2	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(Silect)	4. II Amendment, Date Original	6. Individual of Joint/Group Filing(Check
	Filed(Month/Day/Year)	Applicable Line)
LOUISVILLE, KY 40202		_X_Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative S	Securi	ties Acquii	red, Disposed of,	or Beneficiall	y 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 or Dispose (Instr. 3, 4) Amount	d of (I	<b>O</b> )	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							12,785	I	See Footnote (1)
Humana Common							6,966	I	See Footnote (2)
Humana Common	11/30/2009		M	34,610	A	\$ 12.995	430,004	D	
Humana Common	11/30/2009		M	189,201	A	\$ 9.26	619,205	D	
	11/30/2009		M	195,300	A		814,505	D	

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Humana Common					\$ 21.275			
Humana Common	11/30/2009	F	53,375	D	\$ 41.25	761,130	D	
Humana Common	11/30/2009	F	215,023	D	\$ 41.45	546,107	D	
Humana Common	11/30/2009	S	125,000	D	(3) (4)	421,107	D	
Humana Common						39,114	I	See Footnote (5)
Humana Common						60,000	I	See Footnote (6)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control 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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Options (10)	\$ 32.7						(12)	02/24/2012	Humana Common	250,000
Options (7)	\$ 12.995	11/30/2009		M		34,610	(8)	03/13/2012	Humana Common	34,610
Options (7)	\$ 9.26	11/30/2009		M		189,201	<u>(9)</u>	03/13/2013	Humana Common	189,201
Options (10)	\$ 21.275	11/30/2009		M		195,300	<u>(11)</u>	02/24/2014	Humana Common	195,300
Options (10)	\$ 53.96						<u>(13)</u>	02/23/2013	Humana Common	150,000
Options (10)	\$ 62.1						(14)	02/22/2014	Humana Common	129,758

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Options (10)	\$ 69.475	(15)	02/21/2015	Humana Common	159,585
Options (10)	\$ 41.83	(16)	02/19/2016	Humana Common	225,759
Phantom Stock Units	<u>(17)</u>	(17)	<u>(17)</u>	Humana Common	1,168

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>rg</b>	Director	10% Owner	Officer	Other			
MCCALLISTER MICHAEL B HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202	X		President & CEO				

# **Signatures**

Michael B.

McCallister 12/01/2009

\*\*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.

Reporting person sold a total of 125,000 shares at the following prices: 500 @ \$41.11; 400 @ \$41.105; 200 @ \$41.11; 3,100 @ \$41.115; 1,700 @ \$41.12; 2,600 @ \$41.125; 794 @ \$41.13; 1,200 @ \$41.135; 400 @ \$41.14; 2,500 @ \$41.145; 300 @ \$41.15; 1,500 @ \$41.155; 1,000 @ \$41.16; 1,400 @ \$41.165; 500 @ \$41.17; 1,200 @ \$41.175; 400 @ \$41.18; 800 @ \$41.185; 1,100 @ \$41.19; 100 @ \$41.195; 200 @ \$41.2; 1,400 @ \$41.205; 200 @ \$41.21; 2,800 @ \$41.215; 1,000 @ \$41.22; 2,100 @ \$41.225; 1,200 @ \$41.23; 1,900

- (3) @ \$41.235; 700 @ \$41.24; 1,400 @ \$41.245; 600 @ \$41.25; 800 @ \$41.255; 700 @ \$41.26; 1,900 @ \$41.265; 1,000 @ \$41.27; 2,900 @ \$41.275; 1,300 @ \$41.285; 1,100 @ \$41.285; 1,049 @ \$41.29; 800 @ \$41.295; 2,300 @ \$41.3; 500 @ \$41.305; 1,400 @ \$41.315; 400 @ \$41.32; 2,300 @ \$41.325; 400 @ \$41.335; 1,200 @ \$41.335; 1,100 @ \$41.34; 2,200 @ \$41.345; 400 @ \$41.35; 2,500 @ \$41.355; 1,300 @ \$41.365; 700 @ \$41.365; 500 @ \$41.37; 1,300 @ \$41.375; 900 @ \$41.38; 4,300 @ \$41.385; 1,008 @ \$41.39 (continue footnote #4)
  - 2,500 @ \$41.395; 700 @ \$41.4; 2,200 @ \$41.405; 600 @ \$41.41; 300 @ \$41.415; 400 @ \$41.42; 2,000 @ \$41.425; 700 @ \$41.43; 5,500 @ \$41.435; 900 @ \$41.436; 2,300 @ \$41.455; 1,000 @ \$41.46; 4,400 @ \$41.465; 200 @ \$41.457; 1,500 @
- \$\\\^{1.47}; 1,500 @ \\$41.475; 400 @ \\$41.485; 300 @ \\$41.485; 100 @ \\$41.495; 400 @ \\$41.495; 300 @ \\$41.515; 800 @ \\$41.505; 880 @ \\$41.515; 500 @ \\$41.515; 1,910 @ \\$41.525; 800 @ \\$41.525; 270 @ \\$41.535; 500 @ \\$41.535; 1,100 @ \\$41.545; 598 @ \\$41.545; 3,391 @ \\$41.555; 600 @ \\$41.555; 2,000 @ \\$41.565; 400 @ \\$41.565; 1,100 @ \\$41.575; 600 @ \\$41.575; 800 @ \\$41.585; 300 @ \\$41.585; 2,000 @ \\$41.59; 200 @ \\$41.605; 200 @ \\$41.625; 200 @ \\$41.66.
- (5) Shares held for the benefit of reporting person as of October 31, 2009 under the Humana Retirement & Savings Plan, including a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, both exempt under Rule 16b-3(c).
- (6) Shares held in a GRAT with reporting person's spouse as trustee.
- (7) Right to buy pursuant to Company's 1996 Stock Incentive Plan for Employees.

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Incentive and Non-qualified stock options granted to reporting person on 3/13/02, NQ options vesting in three increments from 3/13/03 to 3/13/05, ISO's vesting in two increments on 3/13/04 and 3/13/05.

- (9) Incentive and Non-qualified stock options granted to reporting person on 3/13/03, NQ options vesting in three increments from 3/13/04 to 3/13/06, and ISO's vesting on 3/13/06.
- (10) Right to buy pursuant to Company's 2003 Stock Incentive Plan.
- (11) Incentive and Non-qualified stock options granted to reporting person on 2/24/04, NQ options vesting in three increments from 2/24/05 to 2/24/07, and ISO's vesting on 2/24/07.
- (12) Incentive and Non-Qualified stock options granted to reporting person on 2/24/05, NQ options vesting in three increments from 2/24/06 to 2/24/08, and ISO's vesting on 2/24/08.
- (13) Incentive and Non-Qualified stock options granted to reporting person on 2/23/06, NQ options vesting in three increments from 2/23/07 to 2/23/09, and ISO's vesting on 2/23/09.
- (14) Incentive and Non-Qualified stock options granted to reporting person on 2/22/07, NQ options vesting in three increments from 2/22/08 to 2/22/10, and ISO's vesting on 2/22/10.
- (15) 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.
- (16) 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 2/19/10 to 2/19/12.
- (17) Phantom Stock Units held for the benefit of reporting person as of October 31, 2009 based on the value of Humana common stock on a 1-for-1 basis, under the Humana Excess Plan exempt under Rule 16b-3(c and d).

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.