

Madabhushi Venkata R
Form 4
June 03, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Madabhushi Venkata R

(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)
06/02/2010

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 below) ___ Other (specify below)
SVP & Chief Innov & Mrkting Of

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)
			Code	V	Amount	(D)	Price
Humana Common	06/02/2010		M		33,333	A	\$ 29.53
Humana Common	06/02/2010		S		3,900	D	\$ 47
Humana Common	06/02/2010		S		4,500	D	\$ 47.0022
Humana Common	06/02/2010		S		3,200	D	\$ 47.0023
Humana Common	06/02/2010		S		1,700	D	\$ 47.0028

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Humana Common	06/02/2010	S	300	D	\$ 47.005	39,733	D
Humana Common	06/02/2010	S	3,070	D	\$ 47.01	36,663	D
Humana Common	06/02/2010	S	3,090	D	\$ 47.0132	33,573	D
Humana Common	06/02/2010	S	200	D	\$ 47.015	33,373	D
Humana Common	06/02/2010	S	200	D	\$ 47.0175	33,173	D
Humana Common	06/02/2010	S	600	D	\$ 47.0183	32,573	D
Humana Common	06/02/2010	S	5,039	D	\$ 47.0191	27,534	D
Humana Common	06/02/2010	S	700	D	\$ 47.02	26,834	D
Humana Common	06/02/2010	S	500	D	\$ 47.025	26,334	D
Humana Common	06/02/2010	S	2,200	D	\$ 47.0259	24,134	D
Humana Common	06/02/2010	S	1,600	D	\$ 47.0266	22,534	D
Humana Common	06/02/2010	S	1,534	D	\$ 47.0298	21,000	D
Humana Common	06/02/2010	S	600	D	\$ 47.03	20,400	D
Humana Common	06/02/2010	S	200	D	\$ 47.0325	20,200	D
Humana Common	06/02/2010	S	200	D	\$ 47.04	20,000	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 number.

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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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (1)
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Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	Code	V	(A)	(D)					
Options <u>(1)</u>	\$ 29.53	06/02/2010	M		33,333	<u>(2)</u>	04/28/2016	Humana Common	33,333
Options <u>(1)</u>	\$ 46.4					<u>(3)</u>	02/18/2017	Humana Common	46,739

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Madabhushi Venkata R HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202			SVP & Chief Innov & Mrketing Of	

Signatures

Venkata R.
Madabhushi
06/03/2010
Date
**Signature of Reporting
Person

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) 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 4/28/10 to 4/28/12.
- (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.

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.