

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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**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.

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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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