LISTON THOMAS J

Form 4 July 01, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * LISTON THOMAS J | | | 2. Issuer Name and Ticker or Trading Symbol HUMANA INC [HUM] | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|---------|----------|---|---|--|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | | |
| | | | (Month/Day/Year) | Director 10% Owner | | | |
| HUMANA INC., 500 WEST MAIN | | | 06/29/2010 | X Officer (give title Other (specify below) | | | |
| STREET | | | | Sr VP-Senior Products | | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person | | | |
| LOUISVILLE, KY 40202 | | | | Form filed by More than One Reporting Person | | | |

| | | | i Cison | | | | | | |
|------------------------|--------------------------------------|-------------------------------|------------------|--|-------------------------|---------------------------|-----------------------|--|--|
| (City) | (State) | (Zip) Tab | le I - Non-l | Derivative Securities Acqui | red, Disposed of, | or Beneficiall | y Owned | | |
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3. Transactio | 4. Securities Acquired (A) one Disposed of (D) | 5. Amount of Securities | 6. Ownership | 7. Nature of Indirect | | |
| (Instr. 3) | (Monday Day Tear) | any | Code | (Instr. 3, 4 and 5) | Beneficially | Form: | Beneficial | | |
| | | (Month/Day/Year) | (Instr. 8) | | Owned Following | Direct (D) or Indirect | Ownership (Instr. 4) | | |

| (Instr. 3) | | any (Month/Day/Year) | Code (Instr. 8) | (Instr. 3, 4 and 5) | | | Beneficially Owned Following | Form: Direct (D) or Indirect | Beneficial Ownership (Instr. 4) |
|------------------|------------|-------------------------|-----------------|---------------------|------------------|--------------|--|------------------------------------|---------------------------------------|
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | (I) (Instr. 4) | |
| Humana Common | 06/29/2010 | | M | 25,350 | | \$ 7.0938 | 120,918 | D | |
| Humana Common | 06/29/2010 | | S | 25,350 | D | \$ 46.445 | 95,568 | D | |
| Humana Common | | | | | | | 9,963 | I | See Footnote (1) |

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 SEC 1474 (9-02)

Edgar Filing: LISTON THOMAS J - Form 4

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. Transacti Code (Instr. 8) | orDeri Secu Acq or D (D) | urities uired (A) risposed of er. 3, 4, | 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 (2) | \$ 7.0938 | 06/29/2010 | | M | | 25,350 | (3) | 07/13/2010 | Humana Common | 25,350 |
| Options (6) | \$ 32.7 | | | | | | <u>(8)</u> | 02/24/2012 | Humana Common | 17,900 |
| Options (2) | \$ 12.995 | | | | | | <u>(4)</u> | 03/13/2012 | Humana Common | 10,000 |
| Options (2) | \$ 9.26 | | | | | | (5) | 03/13/2013 | Humana Common | 10,000 |
| Options (6) | \$ 21.275 | | | | | | <u>(7)</u> | 02/24/2014 | Humana Common | 10,000 |
| Options (6) | \$ 53.96 | | | | | | <u>(9)</u> | 02/23/2013 | Humana Common | 8,564 |
| Options (6) | \$ 62.1 | | | | | | (10) | 02/22/2014 | Humana Common | 4,866 |
| Options (6) | \$ 69.475 | | | | | | (11) | 02/21/2015 | Humana Common | 6,269 |
| Options (6) | \$ 45.975 | | | | | | (12) | 04/01/2015 | Humana Common | 17,993 |
| Options (6) | \$ 41.83 | | | | | | (13) | 02/19/2016 | Humana Common | 8,063 |
| Restricted Stock Units (14) | <u>(15)</u> | | | | | | <u>(16)</u> | <u>(16)</u> | Humana Common | 4,095 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Reporting Owners 2

Edgar Filing: LISTON THOMAS J - Form 4

LISTON THOMAS J HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202

Sr VP-Senior Products

Signatures

Thomas J. 06/30/2010 Liston

**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 for the benefit of reporting person as of May 31, 2010 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).
- (2) Right to buy pursuant to the Company's 1996 Stock Incentive Plan for Employees.
- (3) Incentive and Non-Qualified stock options granted to reporting person on 7/13/00 vesting in three increments each from 7/13/01 to 7/13/03.
- (4) Incentive and Non-Qualified stock options granted to reporting person on 3/13/02, NQ options vesting on 3/13/03, and ISO's vesting in two increments on 3/13/04 and 3/13/05.
- (5) Incentive stock options granted to reporting person on 3/13/03 vesting in three increments from 3/13/04 to 3/13/06.
- (6) Right to buy pursuant to the Company's 2003 Stock Incentive Plan.
- (7) Incentive and Non-Qualified stock options granted to reporting person on 2/24/04, NQ vesting in two increments on 2/24/05 and 2/24/06, and ISO's vesting in three increments from 2/24/05 to 2/24/07.
- (8) 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 in two increments on 2/24/07 and 2/24/08.
- (9) 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.
- (10) 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.
- (11) 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.
- Incentive and Non-Qualified stock options granted to reporting person on 4/1/08, NQ options vesting in three increments from 4/1/11 to 4/1/13, and ISO's vesting in two increments on 4/1/12 and 4/1/13.
- (13) 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.
- (14) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
- (15) 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).
- (16) Restricted stock units granted to reporting person on 2/18/10, 100% of the award is vesting on 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.

Signatures 3