

LISTON THOMAS J
Form 4
January 03, 2012

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 *
LISTON THOMAS J

(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)
12/30/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Sr VP-Senior Products

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Humana Common	12/30/2011		M		17,900 A \$ 32.7	D	
Humana Common	12/30/2011		M		10,000 A \$ 12.995	D	
Humana Common	12/30/2011		M		10,000 A \$ 9.26	D	
Humana Common	12/30/2011		M		10,000 A \$ 21.275	D	
Humana Common	12/30/2011		M		8,564 A \$ 53.96	D	

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Humana Common	12/30/2011	M	4,866	A	\$ 62.1	156,195	D	
Humana Common	12/30/2011	M	6,269	A	\$ 69.475	162,464	D	
Humana Common	12/30/2011	M	5,998	A	\$ 45.975	168,462	D	
Humana Common	12/30/2011	M	5,375	A	\$ 41.83	173,837	D	
Humana Common	12/30/2011	S	73,740	D	\$ 87.569	100,097	D	
Humana Common						9,851	I	See Footnote <u>(1)</u>

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 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)	Amount or Number of Shares
Options ⁽⁵⁾	\$ 32.7	12/30/2011		M	17,900	⁽⁷⁾ 02/24/2012	Humana Common	17,900
Options ⁽²⁾	\$ 12.995	12/30/2011		M	10,000	⁽³⁾ 03/13/2012	Humana Common	10,000
Options ⁽²⁾	\$ 9.26	12/30/2011		M	10,000	⁽⁴⁾ 03/13/2013	Humana Common	10,000
Options ⁽⁵⁾	\$ 21.275	12/30/2011		M	10,000	⁽⁶⁾ 02/24/2014	Humana Common	10,000
Options ⁽⁵⁾	\$ 53.96	12/30/2011		M	8,564	⁽⁸⁾ 02/23/2013	Humana Common	8,564
Options ⁽⁵⁾	\$ 62.1	12/30/2011		M	4,866	⁽⁹⁾ 02/22/2014	Humana Common	4,866

								Common	
Options ⁽⁵⁾	\$ 69.475	12/30/2011	M	6,269	⁽¹⁰⁾	02/21/2015	Humana Common	6,269	
Options ⁽⁵⁾	\$ 45.975	12/30/2011	M	5,998	⁽¹¹⁾	04/01/2015	Humana Common	5,998	
Options ⁽⁵⁾	\$ 41.83	12/30/2011	M	5,375	⁽¹²⁾	02/19/2016	Humana Common	5,375	
Restricted Stock Units ⁽¹³⁾	⁽¹⁴⁾				⁽¹⁵⁾	⁽¹⁵⁾	Humana Common	4,095	
Restricted Stock Units ⁽¹³⁾	⁽¹⁴⁾				⁽¹⁶⁾	⁽¹⁶⁾	Humana Common	5,721	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LISTON THOMAS J HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202			Sr VP-Senior Products	

Signatures

Thomas J.
Liston

01/03/2012

^{**}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 November 30, 2011 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 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.
 - (4) Incentive stock options granted to reporting person on 3/13/03 vesting in three increments from 3/13/04 to 3/13/06.
 - (5) Right to buy pursuant to the Company's 2003 Stock Incentive Plan.
 - (6) 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.
 - (7) 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.
 - (8) 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.

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- (9) 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.
- (10) 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.
- (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.
- (12) 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.
- (13) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
- (14) 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).
- (15) Restricted stock units granted to reporting person on 2/18/10, 100% of the award is vesting on 2/18/13.
- (16) Restricted stock units granted to reporting person on 2/17/11, 100% of the award is vesting on 2/17/14.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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