

Christopher M Todoroff
 Form 4
 March 07, 2011

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 *
 Christopher M Todoroff

(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)
 03/04/2011

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 and General Counsel

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Humana Common | | | | | 18,500 | D | |
| Humana Common | 03/04/2011 | | M | | 30,000 | A | \$ 45.98 |
| Humana Common | 03/04/2011 | | M | | 38,701 | A | \$ 41.83 |
| Humana Common | 03/04/2011 | | M | | 11,666 | A | \$ 29.53 |
| Humana Common | 03/04/2011 | | M | | 13,848 | A | \$ 46.4 |

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| | | | | | | | |
|------------------|------------|---|--------|---|-----------------------------|--------|---|
| Humana Common | 03/04/2011 | S | 67,200 | D | \$ <u>(1)</u> 64.0414 | 45,515 | D |
| Humana Common | 03/04/2011 | F | 12,317 | D | \$ 64.375 | 33,198 | D |
| Humana Common | 03/04/2011 | M | 3,105 | D | \$ 64.375 | 30,093 | 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 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Options ⁽²⁾ | \$ 45.98 | 03/04/2011 | | M | 30,000 | ⁽³⁾ | 08/28/2015 | Humana Common | 30,000 |
| Options ⁽²⁾ | \$ 41.83 | 03/04/2011 | | M | 38,701 | ⁽⁴⁾ | 02/19/2016 | Humana Common | 38,701 |
| Options ⁽²⁾ | \$ 29.53 | 03/04/2011 | | M | 11,666 | ⁽⁵⁾ | 04/28/2016 | Humana Common | 11,666 |
| Options ⁽²⁾ | \$ 46.4 | 03/04/2011 | | M | 13,848 | ⁽⁶⁾ | 02/18/2017 | Humana Common | 13,848 |
| Options ⁽²⁾ | \$ 61.18 | | | | | ⁽⁷⁾ | 02/17/2018 | Humana Common | 22,767 |
| Restricted Stock Units ⁽⁸⁾ | ⁽⁹⁾ | | | | | ⁽¹⁰⁾ | ⁽¹⁰⁾ | Humana Common | 5,149 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Christopher M Todoroff
HUMANA INC.
500 WEST MAIN STREET
LOUISVILLE, KY 40202

Sr. VP and
General
Counsel

Signatures

Christopher M.
Todoroff 03/07/2011

__Signature of Reporting Date
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) The shares sold in multiple lots ranging from \$63.97 to \$64.16 The weighted average sale price was \$64.0414.
- (2) Right to buy pursuant to the Company's 2003 Stock Incentive Plan.
- (3) Incentive and Non-Qualified stock options granted to reporting person on 8/28/08 vesting in three increments from 8/28/09 to 8/28/2011.
- (4) 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.
- (5) Non-Qualified stock option grant vests in three increments from 4/28/10 to 4/28/12.
- (6) 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.
- (7) 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 2/17/12 to 2/17/14.
- (8) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
- (9) 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).
- (10) 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. 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.