

MARGULIS HEIDI S
Form 4
May 06, 2011

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

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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 *
MARGULIS HEIDI S

(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)
05/05/2011

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)
Senior V.P. - Public Affairs

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 or Price		
Humana Common	05/05/2011		M		4,466 A \$ 32.7	40,903	D
Humana Common	05/05/2011		M		4,085 A \$ 41.83	44,988	D
Humana Common	05/05/2011		S		5,493 D \$ 75.6668	39,495	D
Humana Common						6,696	I
							See Footnote (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Options ⁽²⁾	\$ 32.7	05/05/2011		M	4,466	⁽³⁾ 02/24/2012	Humana Common	4,466
Options ⁽²⁾	\$ 53.96					⁽⁴⁾ 02/23/2013	Humana Common	3,808
Options ⁽²⁾	\$ 62.1					⁽⁵⁾ 02/22/2014	Humana Common	4,758
Options ⁽²⁾	\$ 69.475					⁽⁶⁾ 02/21/2015	Humana Common	5,130
Options ⁽²⁾	\$ 41.83	05/05/2011		M	4,085	⁽⁷⁾ 02/19/2016	Humana Common	4,085
Restricted Stock Units ⁽⁸⁾	⁽⁹⁾					⁽¹⁰⁾ ⁽¹¹⁾	Humana Common	4,095
Restricted Stock Units ⁽⁸⁾	⁽⁹⁾	05/05/2011		A	2,355	⁽¹¹⁾ ⁽¹¹⁾	Humana Common	2,355
Phantom Stock Units	⁽¹²⁾					⁽¹²⁾ ⁽¹²⁾	Humana Common	348

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARGULIS HEIDI S HUMANA INC. 500 WEST MAIN STREET			Senior V.P. - Public Affairs	

