

MCCALLISTER MICHAEL B
 Form 4
 April 03, 2012

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 *
MCCALLISTER MICHAEL B

(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)
03/30/2012

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)
Chairman of the Board & CEO

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)
Humana Common				(A) or (D)	Amount		See Footnote (1)
Humana Common				(A) or (D)	12,325	I	See Footnote (2)
Humana Common				(A) or (D)	302,807	D	
Humana Common				(A) or (D)	12,366	I	See Footnote (2008)

Humana Common	18,057	I	GRAT) ⁽³⁾ See Footnote (2010 GRAT) ⁽⁴⁾
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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)	8. F Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options ⁽⁵⁾	\$ 62.1					<u>(6)</u>	02/22/2014	Humana Common	129,758
Options ⁽⁵⁾	\$ 69.475					<u>(7)</u>	02/21/2015	Humana Common	159,585
Options ⁽⁵⁾	\$ 41.83					<u>(8)</u>	02/19/2016	Humana Common	75,253
Options ⁽⁵⁾	\$ 46.4					<u>(9)</u>	02/18/2017	Humana Common	86,554
Options ⁽⁵⁾	\$ 61.18					<u>(10)</u>	02/17/2018	Humana Common	88,537
Options ⁽⁵⁾	\$ 88.6475					<u>(11)</u>	02/23/2019	Humana Common	101,557
Restricted Stock Units ⁽¹²⁾	<u>(13)</u>					<u>(14)</u>	<u>(14)</u>	Humana Common	20,023
Restricted Stock Units ⁽¹²⁾	<u>(13)</u>					<u>(15)</u>	<u>(15)</u>	Humana Common	19,741

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Phantom Stock Units held for the benefit of reporting person as of March 30, 2012 based on the value of Humana common stock on a 1-for-1 basis, under the Humana Excess Plan. 3 shares were acquired for a quarterly allocation of dividends under the Plan using the closing price of the dividend payable date on January 31, 2012. (The number of units reflect normal fluctuation due to changes in the stock price)

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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