

HUMANA INC
Form 4
February 19, 2014

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
McClain Tim 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)

02/17/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Group Pres, Govt & Other Busin

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	02/17/2014		M	1,635 A	\$ 0.1667	1,717	D
Humana Common	02/17/2014		F	616 D	\$ 99.235	1,101 ⁽¹¹⁾	D

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

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SEC 1474
(9-02)

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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 ⁽¹⁾	\$ 36.52					⁽³⁾ 08/27/2016	Humana Common 1,667
Options ⁽¹⁾	\$ 88.6475					⁽⁴⁾ 02/23/2019	Humana Common 3,971
Options ⁽¹⁾	\$ 72.84					⁽⁵⁾ 02/20/2020	Humana Common 4,940
Options ⁽²⁾	\$ 102.155	02/18/2014		A	4,470	⁽⁶⁾ 02/18/2021	Humana Common 4,470
Restricted Stock Units ⁽⁷⁾	⁽⁷⁾	02/17/2014		M	1,635	⁽⁷⁾ ⁽⁷⁾	Humana Common 1,635
Restricted Stock Units ⁽⁸⁾	⁽⁸⁾					⁽⁸⁾ ⁽⁸⁾	Humana Common 3,130
Restricted Stock Units ⁽⁹⁾	⁽⁹⁾					⁽⁹⁾ ⁽⁹⁾	Humana Common 1,630
Restricted Stock Units ⁽¹⁰⁾	⁽¹⁰⁾	02/18/2014		A	979	⁽¹⁰⁾ ⁽¹⁰⁾	Humana Common 979

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McClain Tim S HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202			Group Pres, Govt & Other Busin	

Signatures

Tim S. McClain

02/19/2014

**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) Right to buy pursuant to the Company's 2003 Stock Incentive Plan.
- (2) Right to buy pursuant to the Company's 2011 Stock Incentive Plan.
- (3) Non-Qualified stock options granted to reporting person on 8/27/09, 100% vested.
- (4) Non-qualified stock options granted to reporting person on 2/23/12, vesting in three increments from 2/23/13 to 2/23/15.
- (5) Incentive and Non-Qualified stock options granted to reporting person on 02/20/13, vesting in three increments from 02/20/14 to 02/20/16.
- (6) Incentive and Non-Qualified stock options granted to reporting person on 02/18/14, vesting in three increments from 02/18/15 to 02/18/17.
- (7) 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) under the Company's 2003 Stock Incentive Plan. 100% of the award is vesting on 02/17/14.
- (8) 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) under the Company's 2011 Stock Incentive Plan. 100% of the award is vesting on 02/23/15.
- (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) under the Company's 2011 Stock Incentive Plan. 100% of the award is vesting on 02/20/16.
- (10) 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) under the Company's 2011 Stock Incentive Plan. 100% of the award is vesting on 02/18/17.
- (11) The Form 4 is additionally being filed to notify that effective February 19, 2014, the reporting person is no longer designated as an Officer, and is no longer subject to Section 16.

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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