

MURRAY JAMES E  
Form 4/A  
March 03, 2011

**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 \*  
**MURRAY JAMES E**  
  
(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)  
**03/03/2011**  
  
4. If Amendment, Date Original Filed(Month/Day/Year)  
**03/03/2011**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chief Operating Officer**  
  
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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Humana Common					3,983	I	See Footnote (1)
Humana Common					103,185	D	
Humana Common	03/03/2011		M		13,686	A	\$ 9.26
Humana Common	03/03/2011		M		110,000	A	\$ 32.7
Humana Common	03/03/2011		M		66,652	A	\$ 41.83
Humana Common					116,871	D	
Humana Common					226,871	D	
Humana Common					293,523	D	

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Humana Common	03/03/2011	M	19,041	A	\$ 46.4	312,564	D	
Humana Common	03/03/2011	S	168,000	D	\$ 63.9773 (2)	144,564	D	
Humana Common	03/03/2011	F	35,005 (6)	D	\$ 64.215	109,559	D	
Humana Common						1,356	I	See Footnote (3)
Humana Common						24,060	I	See Footnote (4)

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

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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 Security (Instr. 3 and 4)	Amount of Underlying Security	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
Options (8)	\$ 32.7	03/03/2011		M	110,000	(9)	02/24/2012	Humana Common	110,000
Options (5)	\$ 9.26	03/03/2011		M	13,686	03/13/2006(7)	03/13/2013	Humana Common	13,686
Options (8)	\$ 53.96					(10)	02/23/2013	Humana Common	84,000
Options (8)	\$ 62.1					(11)	02/22/2014	Humana Common	67,000
Options (8)	\$ 69.475					(12)	02/21/2015	Humana Common	70,000
Options (8)	\$ 41.83	03/03/2011		M	66,652	(13)	02/19/2016	Humana Common	66,652
Options (8)	\$ 46.4	03/03/2011		M	19,041	(14)	02/18/2017	Humana Common	19,041



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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.

- (12) 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.
- (13) 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.
- (14) 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.
- (15) 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.
- (16) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
- (17) 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).
- (18) Restricted stock units granted to reporting person on 2/17/11, 100% of the award is vesting on 2/17/14.
- (19) Phantom Stock Units held for the benefit of reporting person as of February 28, 2011 based on the value of Humana common stock on a 1-for-1 basis, under the Humana Excess Plan. All transactions are exempt under Rule 16b-3(c and d).

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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