

HUMANA INC
Form 4
February 19, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
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
 Officer (give title below) Other (specify below)
Group Pres, Govt & Other Busin

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Humana Common | 02/17/2014 | | M | V | 1,635 \$ 0.1667 | A | 1,717 D |
| Humana Common | 02/17/2014 | | F | | 616 \$ 99.235 | D | 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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