

HUMANA INC
Form 4
January 03, 2014

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)
12/31/2013

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)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Humana Common	12/31/2013 ⁽¹⁴⁾		M	2,026 A \$ 0	113,885	D	
Humana Common					12,325	I	See Footnote <u>(1)</u>
Humana Common					8,560	I	See Footnote <u>(2)</u>
Humana Common					56,650	I	See Footnote <u>(3)</u>

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Humana Common	12,366	I	See Footnote (2008 GRAT) ⁽⁴⁾
Humana Common	10,837	I	See Footnote (2010 GRAT) ⁽⁴⁾
Humana Common	30,400	I	See Footnote (2012 GRAT) ⁽⁴⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options ⁽⁵⁾	\$ 69.475					⁽⁶⁾	02/21/2015	Humana Common	79,792
Options ⁽⁵⁾	\$ 61.18					⁽⁷⁾	02/17/2018	Humana Common	29,513
Options ⁽⁵⁾	\$ 88.6475					⁽⁸⁾	02/23/2019	Humana Common	101,557
Restricted Stock Units ⁽⁹⁾	⁽¹⁰⁾					⁽¹¹⁾	⁽¹¹⁾	Humana Common	20,023
Restricted Stock Units ⁽⁹⁾	⁽¹⁰⁾					⁽¹²⁾	⁽¹²⁾	Humana Common	19,741
Restricted Stock	⁽¹³⁾	12/31/2013		M	2,026	⁽¹³⁾	⁽¹³⁾	Humana Common	2,026

