Edgar Filing: McDonald William J. - Form 4

McDonald Will	liam J.									
Form 4										
September 17, 2								PPROVAL		
FORM	UNITEDS	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								
Check this b if no longer subject to Section 16. Form 4 or Form 5 obligations may continu <i>See</i> Instructi 1(b).	STATEM Filed purs e. Section 17(a	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 Resp	ponses)									
1. Name and Address of Reporting Person <u>*</u> McDonald William J.			suer Name and bl IANA INC		Frading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) CAPITAL ONE, 1680 CAPITAL ONE DRIVE			e of Earliest Tr h/Day/Year) l/2012	ransaction		X_ Director 10% Owner Officer (give title Other (specify below) below)				
			mendment, Da Month/Day/Year	-		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
MCLEAN, VA	A 22102						More than One Ro			
(City)	(State) (2	Zip) T	able I - Non-E	Derivative S	Securities Ac	quired, Disposed o	f, or Beneficia	lly Owned		
	2. Transaction Date Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	Code ar) (Instr. 8)	TransactionAcquired (A) orCodeDisposed of (D)		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				. mount	(2) 11100	250	D			

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.

 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. Transac Code (Instr. 8	ctionof Derivative		Derivative (Month/Day/Yea Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price o Derivativ Security (Instr. 5)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Unit (1)	<u>(1)</u>							<u>(1)</u>	(1)	Humana Common	19,719	
Stock Unit (2)	<u>(2)</u>	09/14/2012		А	1	123		(2)	(2)	Humana Common	123	\$ 69.4
Stock Unit (3)	<u>(3)</u>							(3)	(3)	Humana Common	263	

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Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer Other					
McDonald William J. CAPITAL ONE 1680 CAPITAL ONE DRIVE MCLEAN, VA 22102	Х							
Signatures								
William J. 09, McDonald	/17/2012							

<u>**</u>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) Annual Director's fee payable in stock units, deferred at the election of the reporting person until his resignation of services as a director at which time the stock units will be payable in Humana Inc. common stock on a 1-for-1 basis, exempt pursuant to Rule 16(b)-3(d)(1).

Director's cash fee elected to be converted into stock units, deferred at the election of the reporting person until his resignation of services(2) as a director at which time the stock units will be payable in Humana Inc. common stock on a 1-for-1 basis, exempt pursuant to Rule 16(b)-3(d)(1).

Director's dividend payment reinvested into stock units on vested and deferred stock units, deferred in accordance with the Plan until his (3) resignation of services as a director at which time the deferred dividend stock units will be payable in Humana Inc. common stock on a 1-for-1 basis, exempt pursuant to Rule16(b)-3(d).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.