HUMANA INC Form 4 July 02, 2013

FORM 4

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

OMB APPROVAL
OMB

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Check this box if no longer subject to

Washington, D.C. 20549

Number: 3235-0287

Synings: January 31,

subject to Section 16. Form 4 or Form 5 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires. 2005
Estimated average burden hours per

Form 5 obligations may continue. *See* Instruction

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

2. Issuer Name and Ticker or Trading

HUMANA INC [HUM]

Symbol

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

MCCALLISTER MICHAEL B

							(CII	cek an applicabl	c)		
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	ansaction						
			(Month/D	av/Year)			_X_ Director	109	% Owner		
HUMANA INC., 500 WEST MAIN			•	•			Officer (giv		ner (specify		
	INC., 300 WES	IWAIN	06/28/20)13			below)	below)	ier (speerry		
STREET							,	,			
	(Street)		4. If Amei	ndment, Da	te Original		6. Individual or Joint/Group Filing(Check				
			Filed(Mon	th/Day/Year)			Applicable Line)	Applicable Line)			
			`	•			**	_X_ Form filed by One Reporting Person			
LOIHOUHI	E 1737 40000						Form filed by More than One Reporting				
LOUISVILI	LE, KY 40202						Person				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
							• •	·	·		
1.Title of	2. Transaction Da	ite 2A. Dec	emed	3.	4. Securi	ties	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Yea	r) Executi	on Date, if	Transactio	onAcquired	l (A) or	Securities	Form: Direct	Indirect		
(Instr. 3)		any		Code	Disposed	l of (D)	Beneficially	(D) or	Beneficial		
,			/Day/Year)	(Instr. 8)	(Instr. 3,		Owned	Indirect (I)	Ownership		
		(. –,	()	(,	, ,,,,,	Following	(Instr. 4)	(Instr. 4)		
							Reported	(IIIsti: 1)	(IIIstr. 1)		
						(A)					
						or	Transaction(s)				
				Code V	Amount	(D) Price	(Instr. 3 and 4)				
T T				coue v	7 timount	(D) THE	,				
Humana							111,859	D			
Common							111,037	Ъ			
**									See		
Humana							12,325	I	Footnote		
Common							12,323	1			
									<u>(1)</u>		
Humana									See		
Humana							8,560	I	Footnote		
Common							0,200	•			
									(2)		
									0		
Humana									See		
							56,650	I	Footnote		
Common							,		(3)		

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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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transacti Code (Instr. 8)	onof Sec Ac (A) Dia (D) (In	Der curi equii) or spos	ties red sed of 3, 4,	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							<u>(6)</u>	02/21/2015	Humana Common	159,585
Options (5)	\$ 61.18							<u>(7)</u>	02/17/2018	Humana Common	88,537
Options (5)	\$ 88.6475							(8)	02/23/2019	Humana Common	101,557
Restricted Stock Units (9)	(10)							<u>(11)</u>	(11)	Humana Common	20,023
Restricted Stock Units (9)	(10)							(12)	(12)	Humana Common	19,741
Restricted Stock	<u>(13)</u>							(13)	(13)	Humana Common	2,026

Units

Phantom Stock Units	<u>(14)</u>	06/28/2013	J	3	(14)	(14)	Humana Common	3
Phantom Stock Units	<u>(14)</u>	06/28/2013	M	1,186	(14)	(14)	Humana Common	1,186

Reporting Owners

Reporting Owner Name / Address	Relationships						
rg = 11	Director	10% Owner	Officer	Other			
MCCALLISTER MICHAEL B HUMANA INC.	X						
500 WEST MAIN STREET LOUISVILLE, KY 40202	71						

Signatures

Michael B.

McCallister 07/02/2013

**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) Shares held in a trust for the benefit of reporting person's spouse.
- (2) Shares held in a trust for the benefit of reporting person's children.
- (3) Shares held in gift trust with reporting person's spouse as trustee.
- (4) Shares held in a GRAT with reporting person's spouse as trustee.
- (5) Right to buy pursuant to Company's 2003 Stock Incentive Plan.
- (6) 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.
- (7) 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.
- (8) 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 2/23/13 to 2/23/15.
- (9) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
- (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).
- (11) Restricted stock units granted to reporting person on 2/17/11, 100% of the award is vesting on 2/17/14.
- (12) Restricted stock units granted to reporting person on 2/23/12, 100% of the award is vesting on 2/23/15.
- (13) 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 Plan. 100% of the award is vesting on 12/31/2013.

Reporting Owners 3

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- Phantom Stock Units held for the benefit of reporting person as of June 28, 2013 based on the value of Humana common stock on a

 (14) 1-for-1 basis, under the Humana Retirement Equalization Plan. The ending number of units reflects normal fluctation due to changes in stock price.
- Transaction reported reflects shares acquired for a quarterly allocation of dividend equivalents, allocated the last business day of the quarter. The amount of shares purchased was determined using the closing price of Humana stock on the dividend payable date of April 26, 2013.
- Transaction reported reflects distribution of balance of Phantom Stock Units. Pursuant to the terms of Humana Retirement Equalization (16) Plan, and the reporting person's retirement from the company and section 409A of the Internal Revenue Code, the reporting person settled all of his shares of phantom stock for cash.

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.