

MCCALLISTER MICHAEL B
Form 4
January 04, 2013

FORM 4

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

OMB APPROVAL

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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)
01/02/2013

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)
				(A) or (D) Code V Amount (D) Price			
Humana Common					12,325	I	See Footnote (1)
Humana Common					8,560	I	See Footnote (2)
Humana Common					121,650	I	See Footnote (2)
Humana Common					114,441	D	

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Humana Common	12,366	I	See Footnote (2008 GRAT) ⁽³⁾
Humana Common	10,837	I	See Footnote (2010 GRAT) ⁽³⁾
Humana Common	30,400	I	See Footnote (2012 GRAT) ⁽³⁾

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

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(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 ⁽⁴⁾	\$ 62.1					⁽⁵⁾		02/22/2014		Humana Common	129,758
Options ⁽⁴⁾	\$ 69.475					⁽⁶⁾		02/21/2015		Humana Common	159,585
Options ⁽⁴⁾	\$ 46.4					⁽⁷⁾		02/18/2017		Humana Common	86,554
Options ⁽⁴⁾	\$ 61.18					⁽⁸⁾		02/17/2018		Humana Common	88,537
Options ⁽⁴⁾	\$ 88.6475					⁽⁹⁾		02/23/2019		Humana Common	101,557
Restricted Stock Units ⁽¹⁰⁾	⁽¹¹⁾					⁽¹²⁾		⁽¹²⁾		Humana Common	20,023

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(12) Restricted stock units granted to reporting person on 2/17/11, 100% of the award is vesting on 2/17/14.

(13) Restricted stock units granted to reporting person on 2/23/12, 100% of the award is vesting on 2/23/15.

Phantom Stock Units held for the benefit of reporting person as of December 31, 2012 based on the value of Humana common stock on a 1-for-1 basis, under the Humana Retirement Equalization Plan. Transaction reported reflects that four (4) shares acquired for a

(14) quarterly allocation (allocated last business day of each quarter) of dividend equivalents under the Plan using the closing price on the dividend payable date of October 26, 2012 of \$74.47. (The ending number of units reflects the normal fluctuation due to changes in the stock price)

(15) 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.

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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