

MURRAY JAMES E
Form 4
January 02, 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 *
MURRAY JAMES E

(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)
12/28/2012

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)
EVP & COO

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)
			Code	V	Amount	(D)	Price
Humana Common					3,983	I	See Footnote (1)
Humana Common	12/28/2012		G		191	D	\$ 0
Humana Common					1,356	I	See Footnote (2)
Humana Common					14,400	I	See Footnote (15)

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Humana Common	12/28/2012		I	25,815	D	\$ 67.51	0		I	See Footnote (3)
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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⁾	\$ 69.475					⁽⁵⁾ 02/21/2015	Humana Common 38,234
Options ⁽⁴⁾	\$ 46.4					⁽⁶⁾ 02/18/2017	Humana Common 19,042
Options ⁽⁴⁾	\$ 61.18					⁽⁷⁾ 02/17/2018	Humana Common 26,140
Options ⁽⁴⁾	\$ 88.6475					⁽⁸⁾ 02/23/2019	Humana Common 48,747
Restricted Stock Units ⁽⁹⁾	⁽¹⁰⁾					⁽¹¹⁾ ⁽¹¹⁾	Humana Common 8,867
Restricted Stock Units ⁽⁹⁾	⁽¹⁰⁾					⁽¹²⁾ ⁽¹²⁾	Humana Common 28,668
Restricted Stock Units ⁽⁹⁾	⁽¹⁰⁾					⁽¹³⁾ ⁽¹³⁾	Humana Common 9,476
Phantom Stock Units	\$ 74.47 ⁽¹⁴⁾	12/31/2012		J	102	⁽¹⁴⁾ ⁽¹⁴⁾	Humana Common 102
Phantom Stock Units	⁽¹⁴⁾	12/31/2012		I	29,947	⁽¹⁴⁾ ⁽¹⁴⁾	Humana Common 29,947 ⁽¹⁶⁾

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100% of the Humana Common Stock Fund.

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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