

HUMANA INC  
Form 4  
July 02, 2013

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PERKINS BRUCE D**

(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)

**06/28/2013**

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)

Sgmnt Pres, Health&Well-Being

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Humana<br>Common                      |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 19,985                                                                                                             | D                                                                    |                                                                   |
| Humana<br>Common                      |                                         |                                                             |                                      | Code V Amount (D) Price                                                    | 385                                                                                                                | I                                                                    | See<br>Footnote<br>(1)                                            |

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

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SEC 1474  
(9-02)

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**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) |                            | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Date Exercisable                                         | Expiration Date | Title                                                         | Amount or Number of Shares |                                                             |
| Options <u>(2)</u>                         | \$ 79.655                                              |                                      |                                                    |                                |                                                                                         | <u>(3)</u>                                               | 06/20/2019      | Humana Common                                                 | 5,411                      |                                                             |
| Options <u>(2)</u>                         | \$ 72.84                                               |                                      |                                                    |                                |                                                                                         | <u>(4)</u>                                               | 02/20/2020      | Humana Common                                                 | 7,800                      |                                                             |
| Restricted Stock Units <u>(5)</u>          | \$ 0.1667 <u>(7)</u>                                   |                                      |                                                    |                                |                                                                                         | <u>(8)</u>                                               | <u>(8)</u>      | Humana Common                                                 | 7,355                      |                                                             |
| Restricted Stock Units <u>(6)</u>          | \$ 0 <u>(7)</u>                                        |                                      |                                                    |                                |                                                                                         | <u>(9)</u>                                               | <u>(9)</u>      | Humana Common                                                 | 6,768                      |                                                             |
| Restricted Stock Units <u>(6)</u>          | \$ 0 <u>(7)</u>                                        |                                      |                                                    |                                |                                                                                         | <u>(10)</u>                                              | <u>(10)</u>     | Humana Common                                                 | 1,883                      |                                                             |
| Restricted Stock Units <u>(6)</u>          | \$ 0 <u>(7)</u>                                        |                                      |                                                    |                                |                                                                                         | <u>(11)</u>                                              | <u>(11)</u>     | Humana Common                                                 | 2,574                      |                                                             |
| Phantom Stock Units                        | <u>(12)</u>                                            | 06/28/2013                           |                                                    | J                              | 1                                                                                       | <u>(12)</u>                                              | <u>(12)</u>     | Humana Common                                                 | 1                          | \$ 73.14 <u>(1)</u>                                         |

## Reporting Owners

| Reporting Owner Name / Address                                                 | Relationships                    |
|--------------------------------------------------------------------------------|----------------------------------|
|                                                                                | Director 10% Owner Officer Other |
| PERKINS BRUCE D<br>HUMANA INC.<br>500 WEST MAIN STREET<br>LOUISVILLE, KY 40202 | Sgmnt Pres, Health&Well-Being    |

## Signatures

Bruce D.  
Perkins

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).
- Shares held for the benefit of reporting person as of June 28, 2013 under the Humana Retirement & Savings Plan including routine payroll deductions, quarterly dividend allocation, and a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, exempt under Rule 16b-3(c).
- (1) Right to buy pursuant to the Company's 2003 Stock Incentive Plan.
- (3) Non-Qualified stock options granted to reporting person on 6/20/12, NQ options vesting in three increments from 6/20/13 to 6/20/15.
- (4) Incentive and Non-Qualified stock options granted to reporting person on 02/20/13, vesting in three increments from 02/20/14 to 02/20/16.
- (5) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
- (6) Right to receive one share per restricted stock unit pursuant to the Company's 2011 Stock Incentive Plan.
- (7) 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).
- (8) Restricted stock units granted to reporting person on 2/17/11, 100% of the award is vesting on 2/17/14.
- (9) Restricted stock units granted to reporting person on 2/23/12, 100% of the award is vesting on 2/23/15.
- (10) Restricted stock units granted to reporting person on 6/20/12, 100% of the award is vesting on 6/20/15.
- (11) Restricted stock units granted to reporting person on 02/20/13, 100% of the award is vesting on 02/20/16.
- 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 1-for-1 basis, under the Humana Retirement Equalization Plan. The ending number of units reflects normal fluctuation due to changes in stock price.
- (12) 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.
- (13)

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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