

HUMANA INC
Form 4
November 26, 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 *
MARGULIS HEIDI S

(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)
11/26/2013

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)
Senior V.P. - Public Affairs

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	11/26/2013		M		1,835	A	\$ 69.475
Humana Common	11/26/2013		S		5,500	D	\$ 104.4232
Humana Common							6,863
						I	See Footnote (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. Amount or Number of Shares
Options ⁽²⁾	\$ 69.475	11/26/2013		M	1,835	⁽³⁾ 02/21/2015	Humana Common	1,835
Options ⁽²⁾	\$ 72.84					⁽⁴⁾ 02/20/2020	Humana Common	4,680
Restricted Stock Units ⁽⁵⁾	⁽⁷⁾					⁽⁸⁾ ⁽⁸⁾	Humana Common	2,355
Restricted Stock Units ⁽⁵⁾	⁽⁷⁾					⁽⁹⁾ ⁽⁹⁾	Humana Common	2,820
Restricted Stock Units ⁽⁶⁾	⁽⁷⁾					⁽¹⁰⁾ ⁽¹⁰⁾	Humana Common	1,544
Phantom Stock Units	⁽¹¹⁾					⁽¹¹⁾ ⁽¹¹⁾	Humana Common	358

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARGULIS HEIDI S HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202			Senior V.P. - Public Affairs	

Signatures

Heidi S.
Margulis

11/26/2013

__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 October 31, 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 Humana Inc.'s 2003 Stock Incentive Plan.
 - (2) 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.
 - (3) 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.
 - (4) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
 - (5) Right to receive one share per restricted stock unit pursuant to the Company's 2011 Stock Incentive Plan.
 - (6) 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).
 - (7) Restricted stock units granted to reporting person on 5/05/11, 100% of the award is vesting on 5/05/14.
 - (8) Restricted stock units granted to reporting person on 2/23/12, 100% of the award is vesting on 2/23/15.
 - (9) Restricted stock units granted to reporting person on 2/20/13, 100% of the award is vesting on 2/20/16.
- Phantom Stock Units held for the benefit of reporting person as of October 31, 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 fluctation due to changes in stock price.
- (10) Sold at prices ranging from \$104.4138 to \$104.4420.

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.