

HUMANA INC  
Form 8-K  
August 24, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE

SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): August 17, 2011

Humana Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-5975  
(Commission File Number)

61-0647538  
(IRS Employer Identification No.)

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500 West Main Street, Louisville, KY  
(Address of Principal Executive Offices)

40202  
(Zip Code)

502-580-1000

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(e) On August 26, 2010, the Board of Directors (the “Board”) of Humana Inc. (the “Company”), upon the recommendation of the Organization & Compensation Committee of the Board, approved the following revised schedule for director compensation, effective September 30, 2011:

Non-Employee Director Annual Retainer	\$85,000(1)
Non-Employee Chairman of the Board	
Additional Annual Retainer	\$160,000
Lead Independent Director	
Additional Annual Retainer	\$25,000
Committee Chairman fee per year:	
1. Audit Committee Chair	
2. Organization & Compensation Committee	\$25,000
Chair	\$18,000
3. All other Committee Chairs	\$12,000
Executive Committee Member fee per year	\$12,000
Common Stock per year	\$140,000(2)
(1st Business Day of January)	in common stock (variable # of shares)
Charitable Contributions Annual Match	up to \$25,000
Group Life and Accidental Death Insurance— (except Chairman)	\$150,000 of coverage
Group Life and Accidental Death Insurance— Non-Employee Chairman	\$400,000 of coverage
Business Travel Accident Insurance	\$250,000 of coverage
Restricted Stock Units	Restricted Stock Unit grant equal to the
Granted Initial Date of Election	dollar value of the then current annual stock grant for directors

(1) Increased from \$75,000.

(2) Increased from \$125,000.

Item 7.01 Regulation FD Disclosure.

On August 17, 2011, the Board of Directors of Humana Inc. declared a cash dividend to stockholders of \$0.25 per share payable on October 28, 2011 to stockholders of record as of the close of business on September 30, 2011.



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

HUMANA INC.

BY: /s/ Steven E.

McCulley

Steven E. McCulley

Vice President and Controller

(Principal Accounting Officer)

Dated: August 23, 2011