HUMANA INC Form 4 June 18, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Middle)

(Zip)

1(b).

(Last)

STREET

(City)

Common

5. Relationship	of Reporting	Person(s) to

(Check all applicable)

OMB

Number:

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Print or Type Responses)

1. Name and Address of Reporting Person * BEVERIDGE, ROY A

(First)

HUMANA INC., 500 WEST MAIN

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

HUMANA INC [HUM]

3. Date of Earliest Transaction

(Month/Day/Year)

06/17/2013

Director 10% Owner X_ Officer (give title Other (specify

Form filed by More than One Reporting

Indirect

Beneficial

Ownership

(Instr. 4)

below) below) Sr. VP & Chief Medical Officer

4. If Amendment, Date Original

3.

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

LOUISVILLE, KY 40202

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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Person

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

(A)

or

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Indirect (I) Owned Following (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price Humana

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of or 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 (1)	\$ 81.795	06/17/2013		A	24,081	<u>(2)</u>	06/17/2020	Humana Common	24,081
Restricted Stock Units (3)	(3)	06/17/2013		A	7,947	(3)	(3)	Humana Common	7,947

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BEVERIDGE, ROY A HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202

Sr. VP & Chief Medical Officer

Signatures

Roy A. Beveridge 06/18/2013

**Signature of Date
Reporting Person

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).
- (1) Right to buy pursuant to Humana Inc.'s 2011 Stock Incentive Plan.
- (2) Incentive and Non-Qualified stock options granted to reporting person on 06/17/13, vesting in three increments from 06/17/14 to 06/17/16.
- (3) 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 will vest on 06/17/2016.

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.

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