

MCCALLISTER MICHAEL B

Form 4

December 03, 2012

**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 \*  
MCCALLISTER MICHAEL B

(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)

11/29/2012

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)

Chairman of the Board &amp; CEO

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)
Humana Common					12,325	I	See Footnote (1)
Humana Common					8,560	I	See Footnote (2)
Humana Common	11/29/2012		J	121,650 A	\$ 0 121,650	I	See Footnote (2)
Humana Common	11/29/2012		J	152,050 D	\$ 0 157,947	D	

Humana Common							12,366	I	See Footnote (2008 GRAT) <sup>(3)</sup>
Humana Common							10,837	I	See Footnote (2010 GRAT) <sup>(3)</sup>
Humana Common	11/29/2012		J	30,400	A	\$ 0	30,400	I	See Footnote (2012 GRAT) <sup>(3)</sup>

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)		8. I De Sec (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options <sup>(4)</sup>	\$ 62.1							<sup>(5)</sup>	02/22/2014	Humana Common	129,758
Options <sup>(4)</sup>	\$ 69.475							<sup>(6)</sup>	02/21/2015	Humana Common	159,585
Options <sup>(4)</sup>	\$ 41.83							<sup>(7)</sup>	02/19/2016	Humana Common	75,253
Options <sup>(4)</sup>	\$ 46.4							<sup>(8)</sup>	02/18/2017	Humana Common	86,554
Options <sup>(4)</sup>	\$ 61.18							<sup>(9)</sup>	02/17/2018	Humana Common	88,537
Options <sup>(4)</sup>	\$ 88.6475							<sup>(10)</sup>	02/23/2019	Humana Common	101,557

Restricted Stock Units <sup>(11)</sup>	<u>(12)</u>	<u>(13)</u>	<u>(13)</u>	Humana Common	20,023
Restricted Stock Units <sup>(11)</sup>	<u>(12)</u>	<u>(14)</u>	<u>(14)</u>	Humana Common	19,741
Phantom Stock Units	<u>(15)</u>	<u>(15)</u>	<u>(15)</u>	Humana Common	1,172

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCALLISTER MICHAEL B HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202	X		Chairman of the Board & CEO	

## Signatures

Michael B.  
McCallister 12/03/2012

    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) Shares held in a trust for the benefit of reporting person's spouse.
  - (2) Shares held in a trust for the benefit of reporting person's children.
  - (3) Shares held in a GRAT with reporting person's spouse as trustee.
  - (4) Right to buy pursuant to Company's 2003 Stock Incentive Plan.
  - (5) Incentive and Non-Qualified stock options granted to reporting person on 2/22/07, NQ options vesting in three increments from 2/22/08 to 2/22/10, and ISO's vesting on 2/22/10.
  - (6) 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.
  - (7) Reporting person was granted the maximum number of Incentive stock options allowed and remaining options were granted as Non-Qualified stock options. The option grant vests in three increments from 2/19/10 to 2/19/12.
  - (8) Reporting person was granted the maximum number of Incentive stock options allowed and remaining options were granted as Non-Qualified stock options. The option grant vests in three increments from 2/18/11 to 2/18/13.
  - (9) Reporting person was granted the maximum number of Incentive stock options allowed and remaining options were granted as Non-Qualified stock options. The option grant vests in three increments from 2/17/12 to 2/17/14.
  - (10) Reporting person was granted the maximum number of Incentive stock options allowed and remaining options were granted as Non-Qualified stock options. The option grant vests in three increments from 2/23/13 to 2/23/15.
  - (11) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.

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- (12) 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).
- (13) Restricted stock units granted to reporting person on 2/17/11, 100% of the award is vesting on 2/17/14.
- (14) Restricted stock units granted to reporting person on 2/23/12, 100% of the award is vesting on 2/23/15.
- (15) Phantom Stock Units held for the benefit of reporting person as of October 31, 2012 based on the value of Humana common stock on a 1-for-1 basis, under the Humana Retirement Equalization Plan exempt under Rule 16b-3(c and d)..

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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