

MURRAY JAMES E
Form 4
January 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MURRAY JAMES E

(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)
12/28/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

EVP & COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	(A) or (D)	Price			
Humana Common								3,983	I	See Footnote (1)
Humana Common	12/28/2012		G		191	D	\$ 0	92,262	D	
Humana Common								1,356	I	See Footnote (2)
Humana Common								14,400	I	See Footnote (15)

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Humana Common	12/28/2012	I	25,815	D	\$ 67.51	0	I	See Footnote (3)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount or Number of Shares
Options <u>(4)</u>	\$ 69.475					<u>(5)</u> 02/21/2015	Humana Common 38,234
Options <u>(4)</u>	\$ 46.4					<u>(6)</u> 02/18/2017	Humana Common 19,042
Options <u>(4)</u>	\$ 61.18					<u>(7)</u> 02/17/2018	Humana Common 26,140
Options <u>(4)</u>	\$ 88.6475					<u>(8)</u> 02/23/2019	Humana Common 48,747
Restricted Stock Units <u>(9)</u>	<u>(10)</u>					<u>(11)</u> <u>(11)</u>	Humana Common 8,867
Restricted Stock Units <u>(9)</u>	<u>(10)</u>					<u>(12)</u> <u>(12)</u>	Humana Common 28,668
Restricted Stock Units <u>(9)</u>	<u>(10)</u>					<u>(13)</u> <u>(13)</u>	Humana Common 9,476
Phantom Stock Units	\$ 74.47 <u>(14)</u>	12/31/2012		J	102	<u>(14)</u> <u>(14)</u>	Humana Common 102
Phantom Stock Units	<u>(14)</u>	12/31/2012		I	29,947	<u>(14)</u> <u>(14)</u>	Humana Common 29,947 <u>(16)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURRAY JAMES E HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202			EVP & COO	

Signatures

James E.
Murray 01/02/2013

**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).
- (1) Shares held by reporting person's spouse.
 - (2) Shares held in The Murray Family Partnership.
Stock units held for the benefit of reporting person under the Humana Retirement & Savings Plan, including a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan. All transactions are exempt under Rule 16b-3(c). Transaction being reported is an interplan discretionary transfer of 100% of the Humana Common Stock Fund.
 - (4) Right to buy pursuant to Company's 2003 Stock Incentive Plan.
 - (5) Incentive and Non-Qualified stock options granted to reporting person on 2/21/08, NQ options vesting in three increments from 2/21/09 to 2/21/11, and ISO's vesting on 2/21/11.
 - (6) 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.
 - (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 2/17/12 to 2/17/14.
 - (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 2/23/13 to 2/23/15.
 - (9) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
 - (10) 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).
 - (11) Restricted stock units granted to reporting person on 2/17/11, 100% of the award is vesting on 2/17/14.
 - (12) Restricted stock units granted to reporting person on 11/7/11, 100% of the award is vesting on 11/7/13.
 - (13) Restricted stock units granted to reporting person on 2/23/12, 100% of the award is vesting on 2/23/15.
Phantom Stock Units held for the benefit of reporting person as of December 31, 2012 based on the value of Humana common stock on a 1-for-1 basis, under the Humana Retirement Equalization Plan. Transaction reported reflects that one hundred two (102) shares acquired for a quarterly allocation (allocated last business day of each quarter) of dividend equivalents under the Plan using the closing price on the dividend payable date of October 26, 2012 of \$74.47. (The ending number of units reflects the normal fluctuation due to changes in the stock price)
 - (15) Transfer of Shares from Family Partnership to Family Trust - Mr. Murray's spouse is the trustee and his family members are the beneficiaries.
 - (16) Phantom Stock Units held for the benefit of reporting person as of December 31, 2012 based on the value of Humana common stock on a 1-for-1 basis, under the Humana Retirement Equalization Plan. Transaction being reported is an interplan discretionary transfer of

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100% of the Humana Common Stock Fund.

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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