

MURRAY JAMES E
Form 4
November 30, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(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)
11/25/2009

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)

Chief Operating Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or (D) Price | | |
| Humana Common | | | | | 3,983 | I | See Footnote (1) |
| Humana Common | 11/25/2009 | | M | | 20,000 | A | \$ 12,995 160,488 |
| Humana Common | 11/25/2009 | | F | | 6,257 | D | \$ 41,535 154,231 |
| Humana Common | 11/25/2009 | | M | | 80,300 | A | \$ 21,275 234,531 |
| Humana Common | 11/25/2009 | | F | | 58,206 | D | \$ 41,895 176,325 |

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| | | | | | | | | |
|------------------|------------|---|--------|---|-----|---------|---|------------------------|
| Humana Common | 11/25/2009 | S | 68,000 | D | (2) | 108,325 | D | |
| Humana Common | 11/30/2009 | S | 1,204 | D | (3) | 107,121 | D | |
| Humana Common | | | | | | 23,282 | I | See Footnote (4) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Options (8) | \$ 32.7 | | | | | (10) 02/24/2012 | Humana Common 110,000 |
| Options (5) | \$ 12.995 | 11/25/2009 | | M | 20,000 | 03/13/2005(6) 03/13/2012 | Humana Common 20,000 |
| Options (5) | \$ 9.26 | | | | | 03/13/2006(7) 03/13/2013 | Humana Common 13,680 |
| Options (8) | \$ 21.275 | 11/25/2009 | | M | 80,300 | (9) 02/24/2014 | Humana Common 80,300 |
| Options (8) | \$ 53.96 | | | | | (11) 02/23/2013 | Humana Common 84,720 |
| Options (8) | \$ 62.1 | | | | | (12) 02/22/2014 | Humana Common 67,040 |
| Options (8) | \$ 69.475 | | | | | (13) 02/21/2015 | Humana Common 70,670 |
| Options (8) | \$ 41.83 | | | | | (14) 02/19/2016 | Humana Common 99,970 |
| Phantom Stock | (15) | | | | | (15) (15) | Humana Common 25,180 |

Units

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MURRAY JAMES E HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202 | | | Chief Operating Officer | |

Signatures

| | |
|------------------------------------|------------|
| James E. Murray | 11/30/2009 |
| **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.
Reporting person sold a total of 68,000 shares at the following prices: 1,400 @ \$41.90; 4,588 @ \$41.91; 3,667 @ \$41.92; 2,745 @ \$41.93; 2,200 @ \$41.94; 1,700 @ \$41.96; 2,000 @ \$41.97; 100 @ \$41.98; 3,300 @ \$41.98; 3,600 @ \$41.99; 1,202 @ \$42.00; 1,898 @ \$42.01; 1,400 @ \$42.02; 100 @ \$42.03; 3,800 @ \$42.03; 1,500 @ \$42.04; 454 @ \$42.05; 2,346 @ \$42.06; 200 @ \$42.07; 11,900 @ \$42.07; 100 @ \$42.08; 4,300 @ \$42.08; 200 @ \$42.09; 3,235 @ \$42.09; 5,737 @ \$42.10; 2,528 @ \$42.11; 1,300 @ \$42.12; 300 @ \$42.13; 200 @ \$42.14.
- (3) Reporting person sold a total of 1,204 shares at the following prices: 300 @ \$41.91; 800 @ \$41.92; 100 @ \$41.97; 4 @ \$41.90.
- (4) Stock units held for the benefit of reporting person as of October 31, 2009 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).
- (5) Right to buy pursuant to Company's 1996 Stock Incentive Plan for Employees.
- (6) Incentive Stock Options were granted to reporting person on 3/13/02 vesting in thirds from 3/13/03 to 3/13/05.
- (7) Incentive and Non-Qualified Stock Options were granted to reporting person on 3/13/03 vesting in three increments each from 3/13/04 to 3/13/06.
- (8) Right to buy pursuant to Company's 2003 Stock Incentive Plan.
- (9) Incentive and Non-Qualified Stock Options were granted to reporting person on 2/24/04 vesting in three increments from 2/24/05 to 2/24/07, and ISO's vesting on 02/24/07.
- (10) Incentive and Non-Qualified stock options granted to reporting person on 2/24/05, NQ options vesting in three increments from 2/24/06 to 2/24/08, and ISO's vesting on 2/24/08.
- (11) Incentive and Non-Qualified stock options granted to reporting person on 2/23/06, NQ options vesting in three increments from 2/23/07 to 2/23/09, and ISO's vesting on 2/23/09.
- (12) 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.
- (13) 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.
- (14) 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.

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- (15) Phantom Stock Units held for the benefit of reporting person as of October 31, 2009 based on the value of Humana common stock on a 1-for-1 basis, under the Humana Excess Plan. All transactions are 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. 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.