

McCulley Steven E  
 Form 144  
 May 09, 2011

UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549  
 FORM 144

OMB APPROVAL  
 OMB  
 Number: 3235-0101  
 Expires: February 28,  
 2014

NOTICE OF PROPOSED SALE OF SECURITIES  
 PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

Estimated average burden  
 hours per  
 response. . . . . 1.00  
 SEC USE ONLY  
 DOCUMENT SEQUENCE  
 NO.  
 CUSIP NUMBER

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

1 (a) NAME OF ISSUER (Please type or print) (b) IRS IDENT. (c) S.E.C. WORK LOCATION  
 Humana Inc. NO. FILE  
 61-0647538 NO.  
 1-5975

1 (d) ADDRESS OF ISSUER (e) TELEPHONE  
 STREET CITY AREA NUMBER  
 STATE ZIP CODE CODE 580-1000  
 502  
 500 West Main  
 Street Louisville KY 40202

2 (a) NAME OF PERSON FOR WHOSE (b) RELATIONSHIP ADDRESS STREET  
 ACCOUNT THE SECURITIES ARE TO TO CITY STATE ZIP CODE  
 BE SOLD ISSUER  
 Steven E. McCulley Vice 500 W. Main  
 President & Street Louisville KY 40202  
 Controller

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. identification Number and the S.E.C. File Number

3 (a)	(b)	SEC USE ONLY (c)	(d)	(e)	(f)	(g)	
Title of the Class of Securities To Be Sold	Name and Address of Each Broker Through Whom the Securities Are To Be Offered or Each Market Maker who is Acquiring the Securities	Broker-Dealer File Number	Number of Shares or Other Units To Be Sold (See Instr. 3 (c))	Aggregate Market Value (See Instr. 3 (d))	Number of Shares or Other Units Outstanding (See Instr. 3 (e))	Approximate Date of Sale (MO. DAY YR.) (See Instr. 3 (f))	Name of Each Securities Exchange (See instr. 3 (g))
Common	PNC Investments 101 S. Fifth St. Louisville, KY 40202		605	\$46,364,480,597 based on FMV on 5/6/11 of	468,480,597 as of 4/30/11	May 9, 2011	NYSE

\$76.635

Common	Charles Schwab &Co., Inc. 9601 East Panorama Circle Englewood, CO 80112	30,189	\$2,313,534 based on FMV on 5/6/11 of \$76.635
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INSTRUCTIONS:

1. (a) Name of Issuer
- (b) Issuer's I.R.S. Identification Number
- (c) Issuer's S.E.C. file number, if any
- (d) Issuer's address, including zip code
- (e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
- (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
- (c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
- (b) Name and Address of each broker through whom the securities are intended
- (c) Number of shares or other units to be sold (if debt securities, give the aggregate market value of the securities to be sold as of a specified date with the most recent report or statement published by the issuer)
- (d) Aggregate market value of the securities to be sold as of a specified date with the most recent report or statement published by the issuer
- (e) Number of shares or other units of the class outstanding, or if debt securities, the aggregate principal amount of the securities to be sold
- (f) Approximate date on which the securities are to be sold
- (g) Name of each securities exchange, if any, on which the securities are intended to be sold

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 control number.

SEC 1147 (08-07)

## TABLE I - SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor.

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of the Person from Whom Acquired (if gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common	5/9/11	Stock Option Exercise	Issuer	25,563	5/9/11	Cash
Common	8/24/07	Stock Option Exercise	Issuer	605	8/24/07	Stock
Common	2/24/08	Restricted Stock	Issuer	1,321	N/A	N/A
Common	2/23/09	Award	Issuer	1,407	N/A	N/A
Common	2/22/10	Restricted Stock Award	Issuer	1,898	N/A	N/A

**INSTRUCTIONS:** If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

## TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS (1)

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
Steven E. McCulley 500 West Main Louisville, KY 40202	Common	2/23/2011	14,582	\$822,205
	Common	2/24/2011	14,000	\$879,515

REMARKS:

**INSTRUCTIONS:**

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to operations of the issuer of the securities to be sold which has sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:**

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction

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given, that person makes such representation as of the plan adoption or instruction date.

2011  
DATE OF NOTICE

May 9,

McCulley

/s/ Steven E.  
(SIGNATURE)

DATE OF PLAN OR GIVING OF INSTRUCTION,  
IF RELYING ON RULE 10B5-1

This notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.

Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

SEC 1147 (02-08)