

HUMANA INC  
Form 4  
December 28, 2011

**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 \*  
JONES DAVID A JR/KY

(Last) (First) (Middle)

CHRYSLIS VENTURES,  
INC., 101 S. FIFTH STREET,  
SUITE 1650

(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)  
12/28/2011

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)

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 (A) or (D) Price			
Humana Common	12/28/2011		M	5,000 A \$ 10.19	195,247	D	
Humana Common					72	I	See Footnote (4)
Humana Common					1,300	I	See Footnote (2)
Humana Common					1,300	I	See Footnote

Humana Common	300	I	(1) 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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(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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Options <u>(5)</u>	\$ 10.19	12/28/2011		M	5,000	01/02/2004	01/02/2013	Humana Common	5,000
Options <u>(6)</u>	\$ 23.05					01/02/2005	01/02/2014	Humana Common	2,500
Stock Units <u>(7)</u>	<u>(7)</u>					<u>(7)</u>	<u>(7)</u>	Humana Common	5,022
Stock Units <u>(8)</u>	<u>(8)</u>					<u>(8)</u>	<u>(8)</u>	Humana Common	31

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

JONES DAVID A JR/KY  
CHRYSALIS VENTURES, INC.  
101 S. FIFTH STREET, SUITE 1650  
LOUISVILLE, KY 40202

X

## Signatures

David A. Jones,  
Jr.

12/28/2011

\_\_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) Reporting person indirectly owns 1,300 shares held by spouse as custodian for daughter.
- (2) Reporting person indirectly owns 1,300 shares held by spouse as custodian for son.
- (3) Reporting person indirectly owns 300 shares held in an Individual Retirement Account.
- (4) Reporting person indirectly owns 72 shares held by spouse.
- (5) Right to buy pursuant to Humana Inc.'s 1996 Incentive Stock Option Plan.
- (6) Right to buy pursuant to Humana Inc.'s 2003 Stock Incentive Plan.

Director's cash fee elected to be converted into stock units, deferred at the election of the reporting person until his resignation of services as a director at which time the stock units will be payable in Humana Inc. common stock on a 1-for-1 basis, exempt pursuant to Rule 16(b)-3(d)(1).

Director's dividend payment reinvested into stock units on vested and deferred stock units, deferred in accordance with the Plan until his resignation of services as a director at which time the deferred dividend stock units will be payable in Humana Inc. common stock on a 1-for-1 basis, exempt pursuant to Rule 16(b)-3(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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