

MURRAY JAMES E  
Form 4  
April 13, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)  
12/13/2011

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)  
EVP & COO

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					3,983 <sup>(15)</sup>	I	See Footnote <u>(1)</u>
Humana Common	12/13/2011		G	580 D	\$ 107,205 <sup>(16)</sup> 86.945 <sup>(18)</sup>	D	
Humana Common					1,356 <sup>(17)</sup>	I	See Footnote <u>(2)</u>
Humana Common					25,072	I	See Footnote <u>(3)</u>

Edgar Filing: MURRAY JAMES E - Form 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.**

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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options <sup>(4)</sup>	\$ 69.475					<sup>(5)</sup>	02/21/2015	Humana Common	38,234
Options <sup>(4)</sup>	\$ 46.4					<sup>(6)</sup>	02/18/2017	Humana Common	19,042
Options <sup>(4)</sup>	\$ 61.18					<sup>(7)</sup>	02/17/2018	Humana Common	26,140
Options <sup>(4)</sup>	\$ 88.6475					<sup>(8)</sup>	02/23/2019	Humana Common	48,747
Restricted Stock Units <sup>(9)</sup>	<sup>(10)</sup>					<sup>(11)</sup>	<sup>(11)</sup>	Humana Common	8,867
Restricted Stock Units <sup>(9)</sup>	<sup>(10)</sup>					<sup>(12)</sup>	<sup>(12)</sup>	Humana Common	28,668
Restricted Stock Units <sup>(9)</sup>	<sup>(10)</sup>					<sup>(13)</sup>	<sup>(13)</sup>	Humana Common	9,476
Phantom Stock Units	<sup>(14)</sup>					<sup>(14)</sup>	<sup>(14)</sup>	Humana Common	29,475

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Edgar Filing: MURRAY JAMES E - Form 4

Director    10% Owner    Officer    Other

MURRAY JAMES E  
HUMANA INC.  
500 WEST MAIN STREET  
LOUISVILLE, KY 40202

EVP &  
COO

## Signatures

James E.  
Murray

04/13/2012

\_\_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 trust.  
  
Stock units held for the benefit of reporting person as of March 30, 2012 under the Humana Retirement & Savings Plan, including a
  - (3) routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan. All transactions are exempt under Rule 16b-3(c).
  - (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.
  - (14) Phantom Stock Units held for the benefit of reporting person as of March 30, 2012 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).
  - (15) The number of shares held on 12/13/2011 was 3,983. No transactions have occurred since 12/13/2011 and 3,983 is the current balance as of 4/13/2012.  
  
107,205 shares is the current ending number as of 4/13/2012. The number of directly held shares held after the gift on 12/13/2011 was
  - (16) 109,845. The 580 shares were gifted to members of the Murray family on 12/13/2011; the shares were inadvertently not reported at that time. The shares are still held by the Murray family.
  - (17) The number of shares held on 12/13/2011 was 1,356. No transactions have occurred since 12/13/2011 and 1,356 is the current balance as of 4/13/2012.
  - (18) The ending balances as of 4/13/2012 are reported on this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Signatures

## Edgar Filing: MURRAY JAMES E - Form 4

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.