

LISTON THOMAS J  
Form 4  
April 27, 2012

**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 \*  
LISTON THOMAS J

(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)  
04/25/2012

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)

President - Retail Segment

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |  |
| Humana Common                   |                                      |  |                                |   | 99,070  | D  |  |
| Humana Common                   |                                      |  |                                |   | 9,935   | I  | See Footnote (1)                           |

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

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SEC 1474 (9-02)

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**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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options <sup>(2)</sup>                     | \$ 45.975  |                                      |  |                                |   | <sup>(3)</sup> 04/01/2015                                | Humana Common   | 11,995                        |
| Options <sup>(2)</sup>                     | \$ 41.83   |                                      |  |                                |   | <sup>(4)</sup> 02/19/2016                                | Humana Common   | 2,688                         |
| Options <sup>(2)</sup>                     | \$ 89.145  | 04/25/2012                           |  | A                              | 4,661   | <sup>(5)</sup> 04/25/2019                                | Humana Common   | 4,661                         |
| Restricted Stock Units <sup>(6)</sup>      | <sup>(7)</sup>   |                                      |  |                                |   | <sup>(8)</sup> <sup>(8)</sup>                            | Humana Common   | 4,095                         |
| Restricted Stock Units <sup>(6)</sup>      | <sup>(7)</sup>   |                                      |  |                                |   | <sup>(9)</sup> <sup>(9)</sup>                            | Humana Common   | 5,721                         |
| Restricted Stock Units <sup>(6)</sup>      | <sup>(7)</sup>   |                                      |  |                                |   | <sup>(10)</sup> <sup>(10)</sup>                          | Humana Common   | 5,640                         |
| Restricted Stock Units <sup>(6)</sup>      | <sup>(7)</sup>   | 04/25/2012                           |  | A                              | 1,683   | <sup>(11)</sup> <sup>(11)</sup>                          | Humana Common   | 1,683                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| LISTON THOMAS J<br>HUMANA INC.<br>500 WEST MAIN STREET<br>LOUISVILLE, KY 40202 |               |           | President - Retail Segment |       |

## Signatures

Thomas J.  
Liston

04/26/2012

\_\_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 for the benefit of reporting person as of March 31, 2012 under the Humana Retirement & Savings Plan including a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, both exempt under Rule 16b-3(c).
- (2) Right to buy pursuant to the Company's 2003 Stock Incentive Plan.
- (3) Incentive and Non-Qualified stock options granted to reporting person on 4/1/08, NQ options vesting in three increments from 4/1/11 to 4/1/13, and ISO's vesting in two increments on 4/1/12 and 4/1/13.
- (4) 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.
- (5) 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 4/25/13 to 4/25/15.
- (6) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
- (7) 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).
- (8) Restricted stock units granted to reporting person on 2/18/10, 100% of the award is vesting on 2/18/13.
- (9) Restricted stock units granted to reporting person on 2/17/11, 100% of the award is vesting on 2/17/14.
- (10) Restricted stock units granted to reporting person on 2/23/12, 100% of the award is vesting on 2/23/15.
- (11) Restricted stock units granted to reporting person on 4/25/12, 100% of the award is vesting on 4/25/15.

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