

PERKINS BRUCE D
Form 4
April 01, 2013

FORM 4

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

OMB APPROVAL

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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 *
PERKINS BRUCE D

(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)
03/28/2013

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)
Sgmt Pres, Health&Well-Being

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Humana Common | | | | | 19,985 | D | |
| Humana Common | | | | | 314 | 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. Fair Market Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Options ⁽²⁾ | \$ 79.655 | | | | | ⁽³⁾ 06/20/2019 | Humana Common | 5,411 |
| Options ⁽²⁾ | \$ 72.84 | | | | | ⁽⁴⁾ 02/20/2020 | Humana Common | 7,800 |
| Restricted Stock Units ⁽⁵⁾ | \$ 0.1667 ⁽⁷⁾ | | | | | ⁽⁸⁾ ⁽⁸⁾ | Humana Common | 7,355 |
| Restricted Stock Units ⁽⁶⁾ | \$ 0 ⁽⁷⁾ | | | | | ⁽⁹⁾ ⁽⁹⁾ | Humana Common | 6,768 |
| Restricted Stock Units ⁽⁶⁾ | \$ 0 ⁽⁷⁾ | | | | | ⁽¹⁰⁾ ⁽¹⁰⁾ | Humana Common | 1,883 |
| Restricted Stock Units ⁽⁶⁾ | \$ 0 ⁽⁷⁾ | | | | | ⁽¹¹⁾ ⁽¹¹⁾ | Humana Common | 2,574 |
| Phantom Stock Units | ⁽¹²⁾ | 03/28/2013 | | J | 2 | ⁽¹²⁾ ⁽¹²⁾ | Humana Common | 2 |
| Phantom Stock Units | ⁽¹²⁾ | 03/28/2013 | | J | 148 | ⁽¹²⁾ ⁽¹²⁾ | Humana Common | 148 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PERKINS BRUCE D HUMANA INC. | | | Sgmnt Pres, Health&Well-Being | |

500 WEST MAIN STREET
LOUISVILLE, KY 40202

Signatures

Bruce D.
Perkins

04/01/2013

__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).

Shares held for the benefit of reporting person as of March 28, 2013 under the Humana Retirement & Savings Plan including routine payroll deductions, quarterly dividend allocation, and a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, exempt under Rule 16b-3(c).
- (1) Right to buy pursuant to the Company's 2003 Stock Incentive Plan.
- (2) Non-Qualified stock options granted to reporting person on 6/20/12, NQ options vesting in three increments from 6/20/13 to 6/20/15.
- (3) Incentive and Non-Qualified stock options granted to reporting person on 02/20/13, vesting in three increments from 02/20/14 to 02/20/16.
- (4) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
- (5) Right to receive one share per restricted stock unit pursuant to the Company's 2011 Stock Incentive Plan.
- (6) 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).
- (7) Restricted stock units granted to reporting person on 2/17/11, 100% of the award is vesting on 2/17/14.
- (8) Restricted stock units granted to reporting person on 2/23/12, 100% of the award is vesting on 2/23/15.
- (9) Restricted stock units granted to reporting person on 6/20/12, 100% of the award is vesting on 6/20/15.
- (10) Restricted stock units granted to reporting person on 02/20/13, 100% of the award is vesting on 02/20/16.
- (11) Phantom Stock Units held for the benefit of reporting person as of March 28, 2013 based on the value of Humana common stock on a 1-for-1 basis, under the Humana Retirement Equalization Plan. The ending number of units reflects normal fluctuation due to changes in stock price.
- (12) Transaction reported reflects 2 shares acquired for a quarterly allocation of dividend equivalents, allocated the last business day of the quarter. The amount of shares purchased was determined using the closing price of Humana stock on the dividend payable date of January 25, 2013.
- (13) Transaction reported reflects 148 shares acquired through annual funding for the 2012 Plan year. The amount of shares purchased was determined using the closing price of Humana stock on March 28, 2013.
- (14)

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.