

LISTON THOMAS J
Form 4
February 24, 2010

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 *
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)
02/22/2010

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)

Sr VP-Senior Products

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) Code V Amount (D) Price | | | |
| Humana Common | 02/22/2010 | | F | 677 D \$ 46.84 | 95,568 | D | |
| Humana Common | | | | | 9,933 | 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. 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 ⁽²⁾ | \$ 7.0938 | | | | | ⁽³⁾ | 07/13/2010 | Humana Common | 38,600 |
| Options ⁽⁶⁾ | \$ 32.7 | | | | | ⁽⁸⁾ | 02/24/2012 | Humana Common | 17,900 |
| Options ⁽²⁾ | \$ 12.995 | | | | | ⁽⁴⁾ | 03/13/2012 | Humana Common | 10,000 |
| Options ⁽²⁾ | \$ 9.26 | | | | | ⁽⁵⁾ | 03/13/2013 | Humana Common | 10,000 |
| Options ⁽⁶⁾ | \$ 21.275 | | | | | ⁽⁷⁾ | 02/24/2014 | Humana Common | 10,000 |
| Options ⁽⁶⁾ | \$ 53.96 | | | | | ⁽⁹⁾ | 02/23/2013 | Humana Common | 8,564 |
| Options ⁽⁶⁾ | \$ 62.1 | | | | | ⁽¹⁰⁾ | 02/22/2014 | Humana Common | 4,866 |
| Options ⁽⁶⁾ | \$ 69.475 | | | | | ⁽¹¹⁾ | 02/21/2015 | Humana Common | 6,269 |
| Options ⁽⁶⁾ | \$ 45.975 | | | | | ⁽¹²⁾ | 04/01/2015 | Humana Common | 17,993 |
| Options ⁽⁶⁾ | \$ 41.83 | | | | | ⁽¹³⁾ | 02/19/2016 | Humana Common | 8,063 |
| Restricted Stock Units ⁽¹⁴⁾ | ⁽¹⁵⁾ | | | | | ⁽¹⁶⁾ | ⁽¹⁶⁾ | Humana Common | 4,095 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

