MCCALLISTER MICHAEL B

Form 4 April 03, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MCCALLISTER MICHAEL B			2. Issuer Name and Ticker or Trading Symbol HUMANA INC [HUM]	5. Relationship of Reporting Person(s) Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	X Director 10% Owner		
HUMANA INC., 500 WEST MAIN			03/30/2012	X Officer (give title Other (specify below)		
STREET				Chairman of the Board & CEO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
LOUISVILLE, KY 40202				_X_Form filed by One Reporting PersonForm filed by More than One Reporting Person		

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

							4	,	,
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Humana Common							12,325	I	See Footnote (1)
Humana Common							8,560	I	See Footnote (2)
Humana Common							302,807	D	
Humana Common							12,366	I	See Footnote (2008

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in re di	ersons who respond to the collection of the coll	are not m	SEC 1474 (9-02)
Humana Common	18,057	I	GRAT) (3) See Footnote (2010 GRAT) (4)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/	5. Date Exercisable and Expiration Date Underlying Month/Day/Year) (Instr. 3 a		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (5)	\$ 62.1					<u>(6)</u>	02/22/2014	Humana Common	129,758
Options (5)	\$ 69.475					<u>(7)</u>	02/21/2015	Humana Common	159,585
Options (5)	\$ 41.83					(8)	02/19/2016	Humana Common	75,253
Options (5)	\$ 46.4					<u>(9)</u>	02/18/2017	Humana Common	86,554
Options (5)	\$ 61.18					(10)	02/17/2018	Humana Common	88,537
Options (5)	\$ 88.6475					(11)	02/23/2019	Humana Common	101,557
Restricted Stock Units (12)	<u>(13)</u>					(14)	(14)	Humana Common	20,023
Restricted Stock Units (12)	(13)					<u>(15)</u>	(15)	Humana Common	19,741

8. For Section (Institute 1)

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Phantom

Stock (16) 03/30/2012 J 3 (16) Humana 3 Stock Units

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MCCALLISTER MICHAEL B
HUMANA INC.
500 WEST MAIN STREET
LOUISVILLE, KY 40202

Chairman of the Board & CEO

Signatures

Michael B.

McCallister 04/03/2012

**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 in a trust for the benefit of reporting person's spouse.
- (2) Shares held in a trust for the benefit of reporting person's children.
- (3) Shares held in a GRAT with reporting person's spouse as trustee.
- (4) Shares held in a GRAT with reporting person's spouse as trustee.
- (5) Right to buy pursuant to Company's 2003 Stock Incentive Plan.
- (6) Incentive and Non-Qualified stock options granted to reporting person on 2/22/07, NQ options vesting in three increments from 2/22/08 to 2/22/10, and ISO's vesting on 2/22/10.
- 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.
- (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 2/19/10 to 2/19/12.
- (9) 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.
- (10) 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.
- (11) 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.
- (12) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
- (13) 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).
- (14) Restricted stock units granted to reporting person on 2/17/11, 100% of the award is vesting on 2/17/14.
- (15) Restricted stock units granted to reporting person on 2/23/12, 100% of the award is vesting on 2/23/15.

(16)

Reporting Owners 3

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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. 3 shares were acquired for a quarterly allocation of dividends under the Plan using the closing price of the dividend payable date on January 31, 2012. (The number of units reflect normal fluctuation due to changes in the stock price)

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.