MURRAY JAMES E

Form 4 May 31, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 * **MURRAY JAMES E**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

HUMANA INC [HUM]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director

10% Owner _ Other (specify

HUMANA INC., 500 WEST MAIN

(Street)

05/30/2013

(Month/Day/Year)

X_ Officer (give title below) EVP & COO

STREET

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

LOUISVILLE, KY 40202

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit or Dispos (Instr. 3,	ed of (` ′	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	0.7.10.010.01.0		Code V	Amount	(D)	Price \$	· ·	_	
Common	05/30/2013		M	38,234	A	69.475	130,496	D	
Humana Common	05/30/2013		M	19,042	A	\$ 46.4	149,538	D	
Humana Common	05/30/2013		M	13,070	A	\$ 61.18	162,608	D	
Humana Common	05/30/2013		F	60,632	D	\$ 82.06	101,976	D	
Humana Common	05/30/2013		S	11,000	D	\$ 81.96 (19)	90,976	D	

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Humana Common	3,983	I	See Footnote
Humana Common	1,356	I	See Footnote (2)
Humana Common	14,400	I	See Footnote (17)
Humana Common	659	I	See Footnote (3)

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (4)	\$ 69.475	05/30/2013		M		38,234	<u>(5)</u>	02/21/2015	Humana Common	38,234
Options (4)	\$ 46.4	05/30/2013		M		19,042	<u>(6)</u>	02/18/2017	Humana Common	19,042
Options (4)	\$ 61.18	05/30/2013		M		13,070	<u>(7)</u>	02/17/2018	Humana Common	13,070
Options (4)	\$ 88.6475						<u>(8)</u>	02/23/2019	Humana Common	48,747
Options (4)	\$ 72.84						<u>(9)</u>	02/20/2020	Humana Common	20,801
Restricted Stock Units (10)	(12)						(13)	(13)	Humana Common	8,867

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Restricted Stock Units (10)	<u>(12)</u>	(14)	(14)	Humana Common	28,668
Restricted Stock Units (10)	<u>(12)</u>	<u>(15)</u>	(15)	Humana Common	9,476
Restricted Stock Units (11)	<u>(12)</u>	(16)	(16)	Humana Common	6,864
Phantom Stock Units	(18)	(18)	(18)	Humana Common	1,684

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
MURRAY JAMES E							
HUMANA INC.			EVP &				
500 WEST MAIN STREET			COO				
LOUISVILLE, KY 40202							

Signatures

James E.

Murray

**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 Partnership.
- Shares held for the benefit of reporting person as of April 30, 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).
- (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.

Reporting Owners 3

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- (9) 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.
- (10) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
- (11) Right to receive one share per restricted stock unit pursuant to the Company's 2011 Stock Incentive Plan.
- (12) 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).
- (13) Restricted stock units granted to reporting person on 02/17/11, 100% of the award is vesting on 02/17/14.
- (14) Restricted stock units granted to reporting person on 11/07/11, 100% of the award is vesting on 11/07/13.
- (15) Restricted stock units granted to reporting person on 02/23/12, 100% of the award is vesting on 02/23/15.
- (16) Restricted stock units granted to reporting person on 02/20/13, 100% of the award is vesting on 02/20/16.
- (17) Transfer of Shares from Family Partnership to Family Trust Mr. Murray's spouse is the trustee and his family members are the beneficiaries.
- Phantom Stock Units held for the benefit of reporting person as of April 30, 2013 based on the value of Humana common stock on a (18) 1-for-1 basis, under the Humana Retirement Equalization Plan. The ending number of units reflects normal fluctation due to changes in stock price.
- (19) Prices ranging from \$81.963 to \$82.08.

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.