

HUMANA INC
Form 4
February 19, 2014

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)
02/17/2014

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | Price | |
| Humana Common | 02/17/2014 | | M | | 5,721 | \$ 0.1667 | D |
| Humana Common | 02/17/2014 | | F | | 2,001 | \$ 99.235 | D |
| Humana Common | | | | | | 10,098 | I |
| | | | | | | | See Footnote (1) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Options ⁽²⁾ | \$ 45.975 | | | | | ⁽⁴⁾ 04/01/2015 | Humana Common 11,993 |
| Options ⁽²⁾ | \$ 41.83 | | | | | ⁽⁵⁾ 02/19/2016 | Humana Common 2,688 |
| Options ⁽²⁾ | \$ 89.145 | | | | | ⁽⁶⁾ 04/25/2019 | Humana Common 4,661 |
| Options ⁽²⁾ | \$ 72.84 | | | | | ⁽⁷⁾ 02/20/2020 | Humana Common 6,240 |
| Options ⁽³⁾ | \$ 102.155 | 02/18/2014 | | A | 7,264 | ⁽⁸⁾ 02/18/2021 | Humana Common 7,264 |
| Restricted Stock Units ⁽⁹⁾ | ⁽¹¹⁾ | 02/17/2014 | | M | 5,721 | ⁽¹²⁾ ⁽¹²⁾ | Humana Common 5,721 |
| Restricted Stock Units ⁽⁹⁾ | ⁽¹¹⁾ | | | | | ⁽¹³⁾ ⁽¹³⁾ | Humana Common 5,640 |
| Restricted Stock Units ⁽⁹⁾ | ⁽¹¹⁾ | | | | | ⁽¹⁴⁾ ⁽¹⁴⁾ | Humana Common 1,683 |
| Restricted Stock Units ⁽¹⁰⁾ | ⁽¹¹⁾ | | | | | ⁽¹⁵⁾ ⁽¹⁵⁾ | Humana Common 2,059 |
| Restricted Stock Units ⁽¹⁰⁾ | ⁽¹¹⁾ | 02/18/2014 | | A | 1,591 | ⁽¹⁶⁾ ⁽¹⁶⁾ | Humana Common 1,591 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LISTON THOMAS J
 HUMANA INC.
 500 WEST MAIN STREET
 LOUISVILLE, KY 40202

President - Retail Segment

Signatures

Thomas J.
 Liston 02/19/2014

__Signature of Date
 Reporting Person

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 January 31, 2014 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).
- (2) Right to buy pursuant to the Company's 2003 Stock Incentive Plan.
- (3) Right to buy pursuant to the Company's 2011 Stock Incentive Plan.
- (4) 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.
- (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 2/19/10 to 2/19/12.
- (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 4/25/13 to 4/25/15.
- (7) 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.
- (8) Incentive and Non-Qualified stock options granted to reporting person on 02/18/14, vesting in three increments from 02/18/15 to 02/18/17.
- (9) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
- (10) Right to receive one share per restricted stock unit pursuant to the Company's 2011 Stock Incentive Plan.
- (11) 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).
- (12) Restricted stock units granted to reporting person on 2/17/11, 100% of the award is vesting on 2/17/14.
- (13) Restricted stock units granted to reporting person on 2/23/12, 100% of the award is vesting on 2/23/15.
- (14) Restricted stock units granted to reporting person on 4/25/12, 100% of the award is vesting on 4/25/15.
- (15) Restricted stock units granted to reporting person on 2/20/13, 100% of the award is vesting on 2/20/16.
- (16) Restricted stock units granted to reporting person on 2/18/14, 100% of the award is vesting on 2/18/17.
- (17) The Form 4 is additionally being filed to notify that effective February 19, 2014, the reporting person is no longer designated as an Officer, and is no longer subject to Section 16.

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.