

HUMANA INC
Form 4
February 25, 2015

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 *
BILNEY JODY L

(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)
02/24/2015

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)
SVP & Chief Consumer Officer

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					0	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Options ⁽¹⁾	\$ 76.43					⁽¹⁾	05/02/2020	Humana Common	14,868
Options ⁽²⁾	\$ 102.155					⁽²⁾	02/18/2021	Humana Common	15,086
Options ⁽³⁾	\$ 164.645	02/24/2015		A	21,014	⁽³⁾	02/24/2022	Humana Common	21,014
Restricted Stock Units ⁽⁴⁾	⁽⁴⁾					⁽⁵⁾	⁽⁵⁾	Humana Common	4,906
Restricted Stock Units ⁽⁴⁾	⁽⁴⁾					⁽⁶⁾	⁽⁶⁾	Humana Common	3,304

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BILNEY JODY L HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202			SVP & Chief Consumer Officer	

Signatures

Jody L. Bilney 02/25/2015

**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) Right to buy pursuant to Humana Inc.'s 2003 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 05/02/13, vesting in three increments from 05/02/14 to 05/02/16.
- (2) Right to buy pursuant to Humana Inc.'s 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/18/2014, vesting in three increments from 02/18/2015 to 02/18/2017.
- (3)

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Right to buy pursuant to Humana Inc.'s 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/24/2015, vesting in three increments from 02/24/2016 to 02/24/2018.

- (4) Right to receive one share per restricted stock unit pursuant to the Company's 2011 Stock Incentive Plan. 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).
- (5) Restricted stock units granted to Reporting Person on 05/02/13, 100% of the award is vesting on 05/02/16.
- (6) Restricted stock units granted to Reporting Person on 02/18/14, 100% of the award is vesting on 02/18/17.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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