**HUMANA INC** Form 4 February 26, 2015

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

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obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Christopher M Todoroff			2. Issuer Name <b>and</b> Ticker or Trading Symbol HUMANA INC [HUM]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
HUMANA INC., 500 WEST MAIN STREET		VEST MAIN	02/24/2015	_X_ Officer (give title Other (specify below)  Sr. VP and General Counsel		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
LOUISVILL	E, KY 402	02		Form filed by More than One Reporting		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y 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. Securit oror Dispos (Instr. 3,	(A) or	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 Beneficial Ownership (Instr. 4)
Humana Common	02/24/2015		Code V M	Amount 24,374	(D)	Price \$ 88.6475	44,836	D	
Humana Common	02/24/2015		M	9,360	A	\$ 72.84	54,196	D	
Humana Common	02/24/2015		S	39,297	D	\$ 164.305 (8)	14,899	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

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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. Transactic Code (Instr. 8)	Sector Acquired (D)	urities uired (A) Disposed of tr. 3, 4,	6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (1)	\$ 88.6475	02/24/2015		M		24,374	<u>(1)</u>	02/23/2019	Humana Common	24,374
Options (2)	\$ 72.84	02/24/2015		M		9,360	(2)	02/20/2020	Humana Common	9,360
Options (3)	\$ 102.155						(3)	02/18/2021	Humana Common	15,086
Options (4)	\$ 164.645						<u>(4)</u>	02/24/2022	Humana Common	21,014
Restricted Stock Units (5)	<u>(5)</u>						<u>(6)</u>	<u>(6)</u>	Humana Common	4,633
Restricted Stock Units (5)	<u>(5)</u>						<u>(7)</u>	<u>(7)</u>	Humana Common	3,304

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Treporting of the France of France of State of S	Director	10% Owner	Officer	Other			
Christopher M Todoroff HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202			Sr. VP and General Counsel				
HUMANA INC. 500 WEST MAIN STREET			General				

## **Signatures**

Christopher M.	02/26/2015
Todoroff	02/20/2013

\*\*Signature of Reporting Date
Person

Reporting Owners 2

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### **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 Company's 2003 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/23/12, vesting in three increments from 02/23/13 to 02/23/15.
- (2) Right to buy pursuant to Company's 2003 Stock Incentive Plan. 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.
- (3) Right to buy pursuant to Company's 2011 Stock Incentive Plan. 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.
- (4) Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/24/15, vesting in three increments from 02/24/16 to 02/24/18.
- (5) 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).
- (6) Restricted stock units granted to reporting person on 02/20/13, 100% of the award is vesting on 02/20/16.
- (7) Restricted stock units granted to reporting person on 02/18/14, 100% of the award is vesting on 02/18/17.
- (8) Shares sold at prices ranging from \$163.90 to \$164.71

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.