Bierbower Elizabeth D Form 4 February 20, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Bierbower Elizabeth D			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	( see approximate)			
HUMANA INC., 500 WEST MAIN STREET		EST MAIN	(Month/Day/Year) 02/18/2013	Director 10% Owner _X_ Officer (give title Other (specify below)  Segment Pres., Employer Group			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
LOUISVILLE, KY 40202				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(State)

(City)	(State)	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. Securi on(A) or Do (Instr. 3,	spose	d of (D)	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	02/18/2013		M	2,694	A	\$ 0.1667	8,794	D	
Humana Common	02/18/2013		F	926	D	\$ 78.175	7,868	D	

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

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

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. Number on 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 (1)	\$ 21.275						<u>(2)</u>	02/24/2014	Humana Common	18,000
Options (1)	\$ 62.1						(3)	02/22/2014	Humana Common	4,605
Options (1)	\$ 69.475						<u>(4)</u>	02/21/2015	Humana Common	6,063
Options (1)	\$ 45.975						(5)	04/01/2015	Humana Common	17,673
Options (1)	\$ 41.83						<u>(6)</u>	02/19/2016	Humana Common	6,981
Options (1)	\$ 79.655						<u>(7)</u>	06/20/2019	Humana Common	5,411
Restricted Stock Units (8)	\$ 0.1667 (10)	02/18/2013		M		2,694	(11)	<u>(11)</u>	Humana Common	0
Restricted Stock Units (8)	\$ 0.1667 (10)						(12)	(12)	Humana Common	2,860
Restricted Stock Units (9)	\$ 0 (10)						(13)	(13)	Humana Common	1,692
Restricted Stock Units (9)	\$ 0 (10)						(14)	<u>(14)</u>	Humana Common	1,883

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Segment Pres., Employer Group

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Bierbower Elizabeth D HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202

## **Signatures**

Elizabeth D. 02/20/2013 Bierbower

\*\*Signature of Reporting Date
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) Right to buy pursuant to the Company's 2003 Stock Incentive Plan.
- (2) Non-Qualified stock options granted to reporting person on 2/24/04, 100% vested.
- (3) Non-Qualified stock options granted to reporting person on 2/22/07, 100% vested.
- (4) Non-Qualified stock options granted to reporting person on 2/21/08, 100% vested.
- (5) Non-Qualified stock options granted to reporting person on 4/1/08, vesting in three increments from 4/1/11 to 4/1/13.
- (6) Non-Qualified stock options granted to reporting person on 2/19/09, 100% vested.
- (7) Non-Qualified stock options granted to reporting person on 6/20/12, vesting in three increments from 6/20/13 to 6/20/15.
- (8) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
- (9) Right to receive one share per restricted stock unit pursuant to the Company's 2011 Stock Incentive Plan.
- (10) 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).
- (11) Restricted stock units granted to reporting person on 2/18/10, 100% of the award is vesting on 2/18/13.
- (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 6/20/12, 100% of the award is vesting on 6/20/15.

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.

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