**HUMANA INC** Form 4 November 18, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per

response...

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 * Christopher M Todoroff			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middl		(Middle)	HUMANA INC [HUM]  3. Date of Earliest Transaction	(Check all applicable)		
HUMANA INC., 500 WEST MAIN STREET			(Month/Day/Year) 11/18/2014	Director 10% OwnerX Officer (give title Other (specify below) Sr. VP and General Counsel		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	<ul><li>6. Individual or Joint/Group Filing(Check Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>		
LOUISVILLE KY 40202				Form filed by More than One Reporting		

#### LOUISVILLE, KY 40202

(Ctota)

(7:n)

(City)	(State) (2	Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired	d (A) o	r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	d of (D	)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Humana Common	11/18/2014		G	720	D	\$0	17,419	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 displays a currently valid OMB control number.

Person

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. Transactic Code (Instr. 8)	5. oriNumber 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)		8. Pri Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options (1)	\$ 88.6475					(3)	02/23/2019	Humana Common	24,374	
Options (1)	\$ 72.84					<u>(4)</u>	02/20/2020	Humana Common	14,041	
Options (2)	\$ 102.155					(5)	02/18/2021	Humana Common	15,086	
Restricted Stock Units (6)	<u>(8)</u>					<u>(9)</u>	(9)	Humana Common	4,738	
Restricted Stock Units (7)	<u>(8)</u>					(10)	(10)	Humana Common	4,633	
Restricted Stock Units (7)	<u>(8)</u>					<u>(11)</u>	<u>(11)</u>	Humana Common	3,304	

# **Reporting Owners**

\*\*Signature of Reporting Person

Reporting Owner Name / Addi	Relationships ress							
<b>Fg</b>	Director	10% Owner	Officer	Other				
Christopher M Todoroff HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202			Sr. VP and General Counsel					
Signatures								
Christopher M. Todoroff	11/18/2014							

Date

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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 the Company's 2003 Stock Incentive Plan.
- (2) Right to buy pursuant to the Company's 2011 Stock Incentive Plan.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
- (7) Right to receive one share per restricted stock unit pursuant to the Company's 2011 Stock Incentive Plan.
- (8) 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).
- (9) Restricted stock units granted to reporting person on 02/23/12, 100% of the award is vesting on 02/23/15.
- (10) Restricted stock units granted to reporting person on 02/20/13, 100% of the award is vesting on 02/20/16.
- (11) 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. 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.