

MURRAY JAMES E
Form 4
March 03, 2011

FORM 4

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

OMB APPROVAL

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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 *
MURRAY JAMES E

(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)
03/03/2011

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)

Chief Operating 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 Indirect Beneficial Ownership (Instr. 4)
Humana Common					3,983	I	See Footnote (1)
Humana Common					103,185	D	
Humana Common	03/03/2011		M	13,686 A	\$ 9.26 116,871	D	
Humana Common	03/03/2011		M	110,000 A	\$ 32.7 226,871	D	
Humana Common	03/03/2011		M	66,652 A	\$ 41.83 293,523	D	

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Humana Common	03/03/2011	M	19,041	A	\$ 46.4	312,564	D	
Humana Common	03/03/2011	S	168,000	D	\$ 63.9773 <u>(2)</u>	144,564	D	
Humana Common						1,356	I	See Footnote (3)
Humana Common						24,060	I	See Footnote (4)

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)

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 Security (Instr. 3 and 4)	Amount of Underlying Security	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
Options ⁽⁷⁾	\$ 32.7	03/03/2011		M	110,000	⁽⁸⁾	02/24/2012	Humana Common	110,000
Options ⁽⁵⁾	\$ 9.26	03/03/2011		M	13,686	03/13/2006 ⁽⁶⁾	03/13/2013	Humana Common	13,686
Options ⁽⁷⁾	\$ 53.96					⁽⁹⁾	02/23/2013	Humana Common	84,000
Options ⁽⁷⁾	\$ 62.1					⁽¹⁰⁾	02/22/2014	Humana Common	67,000
Options ⁽⁷⁾	\$ 69.475					⁽¹¹⁾	02/21/2015	Humana Common	70,000
Options ⁽⁷⁾	\$ 41.83	03/03/2011		M	66,652	⁽¹²⁾	02/19/2016	Humana Common	66,652
Options ⁽⁷⁾	\$ 46.4	03/03/2011		M	19,041	⁽¹³⁾	02/18/2017	Humana Common	19,041
Options ⁽⁷⁾	\$ 61.18					⁽¹⁴⁾	02/17/2018	Humana Common	39,000

				Humana Common	
Restricted Stock Units ⁽¹⁵⁾	<u>(16)</u>		<u>(17)</u>	<u>(17)</u>	8,
Phantom Stock Units	<u>(18)</u>		<u>(18)</u>	<u>(18)</u>	25

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURRAY JAMES E HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202			Chief Operating Officer	

Signatures

James E. Murray 03/03/2011

 **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) Shares held by reporting person's spouse.
 - (2) The shares sold in multiple lots ranging from \$63.85 to \$64.16. The weighted average sale price was \$63.2427
 - (3) Shares held in The Murray Family trust.
 - (4) Stock units held for the benefit of reporting person as of February 28, 2011 under the Humana Retirement & Savings Plan, including a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan. All transactions are exempt under Rule 16b-3(c).
 - (5) Right to buy pursuant to Company's 1996 Stock Incentive Plan for Employees.
 - (6) Incentive and Non-Qualified Stock Options were granted to reporting person on 3/13/03 vesting in three increments each from 3/13/04 to 3/13/06.
 - (7) Right to buy pursuant to Company's 2003 Stock Incentive Plan.
 - (8) Incentive and Non-Qualified stock options granted to reporting person on 2/24/05, NQ options vesting in three increments from 2/24/06 to 2/24/08, and ISO's vesting on 2/24/08.
 - (9) Incentive and Non-Qualified stock options granted to reporting person on 2/23/06, NQ options vesting in three increments from 2/23/07 to 2/23/09, and ISO's vesting on 2/23/09.
 - (10) Incentive and Non-Qualified stock options granted to reporting person on 2/22/07, NQ options vesting in three increments from 2/22/08 to 2/22/10, and ISO's vesting on 2/22/10.
 - (11) Incentive and Non-Qualified stock options granted to reporting person on 2/21/08, NQ options vesting in three increments from 2/21/09 to 2/21/11, and ISO's vesting on 2/21/11.

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- (12) 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.
- (13) 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 2/18/11 to 2/18/13.
- (14) 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 2/17/12 to 2/17/14.
- (15) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
- (16) 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).
- (17) Restricted stock units granted to reporting person on 2/17/11, 100% of the award is vesting on 2/17/14.
- (18) Phantom Stock Units held for the benefit of reporting person as of February 28, 2011 based on the value of Humana common stock on a 1-for-1 basis, under the Humana Excess Plan. All transactions are exempt under Rule 16b-3(c and d).

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.