HATHCOCK BONNIE C

Form 4

March 12, 2012

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

obligations

Form 5

subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HATHCOCK BONNIE C Issuer Symbol HUMANA INC [HUM] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify _X__ Officer (give title **HUMANA INC., 500 WEST MAIN** 03/09/2012 below) STREET Sr VP & Chief Human Res. Off (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 Form filed by More than One Reporting LOUISVILLE, KY 40202 Person

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative	Secui	rities Acquir	ed, 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. Transactic Code (Instr. 8)	onor Dispos (Instr. 3,	ed of		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	03/09/2012		M M	41,036	A	\$ 69.475	65,324	D	
Humana Common	03/09/2012		M	19,351	A	\$ 41.83	84,675	D	
Humana Common	03/09/2012		M	12,117	A	\$ 46.4	96,792	D	
Humana Common	03/09/2012		M	7,589	A	\$ 61.18	104,381	D	
Humana Common	03/09/2012		F	2,287	D	\$ 87.39	102,094	D	

OMB APPROVAL

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Humana Common	03/09/2012	S <u>(11)</u>	61,207	D	\$ 87.2056	40,887	D
Humana Common	03/09/2012	S(12)	15,057	D	\$ 87.8468	25,830	D
Humana Common	03/09/2012	G	900	D	\$ 87.39	24,930	D

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

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(9-02)

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)	5. Number of orDerivative 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)	\$ 69.475	03/09/2012		M		41,036	(2)	02/21/2015	Humana Common	41,036
Options (1)	\$ 41.83	03/09/2012		M		19,351	(3)	02/19/2016	Humana Common	19,351
Options (1)	\$ 46.4	03/09/2012		M		12,117	<u>(4)</u>	02/18/2017	Humana Common	12,117
Options (1)	\$ 61.18	03/09/2012		M		7,589	(5)	02/17/2018	Humana Common	7,589
Options (1)	\$ 88.6475						<u>(6)</u>	02/23/2019	Humana Common	24,374
Restricted Stock Units (7)	<u>(8)</u>						<u>(9)</u>	<u>(9)</u>	Humana Common	5,149
Restricted Stock Units (7)	<u>(8)</u>						(10)	(10)	Humana Common	4,738

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HATHCOCK BONNIE C HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202

Sr VP & Chief Human Res. Off

Signatures

Bonita C. Hathcock 03/12/2012

**Signature of Date
Reporting 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) 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.
- (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 2/19/10 to 2/19/12.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) Right to receive one share per restricted stock unit pursuant to the Company's 2003 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 2/17/11, 100% of the award is vesting on 2/17/14.
- (10) Restricted stock units granted to reporting person on 2/23/12, 100% of the award is vesting on 2/23/15.
- This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$86.79 to \$87.78. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.
- This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$87.79 to \$88.10. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

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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