## Edgar Filing: HATHCOCK BONNIE C - Form 4

HATHCOC Form 4	CK BONNIE C										
March 12, 2	ЛЛ								OMB AF	PROVAL	
	UNITED	STATES S	MMISSION	OMB Number:	3235-0287						
Check ti if no lor subject Section Form 4 Form 5 obligation may con <i>See</i> Inst 1(b).	nger to 16. or Filed put ons ntinue.	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									
(Print or Type	Responses)										
1. Name and HATHCOO	S	2 issuer raune and riener or rraung					5. Relationship of Reporting Person(s) to ssuer				
(Last)	(First) (				ransaction			(Check all applicable)			
HUMANA STREET		(1, 1)(1, 2)(2)(1, 2)					Director 10% Owner _X Officer (give title Other (specify below) Sr VP & Chief Human Res. Off				
				ndment, D th/Day/Yea	ate Origina <sup>w</sup> )	1	А	5. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting			
LOUISVIL	LLE, KY 40202						P	erson	ore than One Rej	porting	
(City)	(State)	(Zip)	Table	e I - Non-l	Derivative	Secur	ities Acquir	red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	ate, if Year)	Code (Instr. 8)	onor Dispose (Instr. 3, 4	ed of ( and 5 (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	03/09/2012			M	Amount 41,036	(D) A	Price \$ 69.475	65,324	D		
Humana Common	03/09/2012			М	19,351	А	\$ 41.83	84,675	D		
Humana Common	03/09/2012			М	12,117	А	\$ 46.4	96,792	D		

Μ

F

7,589

2,287

\$61.18

D \$87.39

А

104,381

102,094

D

D

Humana

Common

Humana

Common

03/09/2012

03/09/2012

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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 <u>(12)</u>	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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

## 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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	ransactionDerivative Code Securities		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		М		41,036	(2)	02/21/2015	Humana Common	41,036
Options (1)	\$ 41.83	03/09/2012		М		19,351	(3)	02/19/2016	Humana Common	19,351
Options (1)	\$ 46.4	03/09/2012		М		12,117	<u>(4)</u>	02/18/2017	Humana Common	12,117
Options (1)	\$ 61.18	03/09/2012		М		7,589	(5)	02/17/2018	Humana Common	7,589
Options (1)	\$ 88.6475						(6)	02/23/2019	Humana Common	24,374
Restricted Stock Units <u>(7)</u>	<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

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	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. 03/12/2012 Hathcock

\*\*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).
- Right to buy pursuant to the Company's 2003 Stock Incentive Plan. (1)
- Incentive and Non-Qualified stock options granted to reporting person on 2/22/07, NQ options vesting in three increments from 2/22/08 (2)to 2/22/10, and ISO's vesting on 2/22/10.
- Reporting person was granted the maximum number of Incentive stock options allowed and remaining options were granted as (3) Non-Qualified stock options. The option grant vests in three increments from 2/19/10 to 2/19/12.
- Reporting person was granted the maximum number of Incentive stock options allowed and remaining options were granted as (4) Non-Qualified stock options. The option grant vests in three increments from 2/18/11 to 2/18/13.
- Reporting person was granted the maximum number of Incentive stock options allowed and remaining options were granted as (5) Non-Qualified stock options. The option grant vests in three increments from 2/17/12 to 2/17/14.
- Reporting person was granted the maximum number of Incentive stock options allowed and remaining options were granted as (6) 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.
- Each restricted stock unit represents a contingent right to receive one share of Humana Inc. common stock, exempt under Rule (8) 16b-3(d)(1) & (3).
- Restricted stock units granted to reporting person on 2/17/11, 100% of the award is vesting on 2/17/14. (9)
- (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

(11)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

(12)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.