

HUMANA INC

Form 4/A

November 14, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DAMELIO FRANK A

(Last) (First) (Middle)

PFIZER INC., 235 EAST 42ND  
STREET, 235/23/5

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
HUMANA INC [HUM]

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/29/2011

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
05/20/2013

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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)
			Code	V	Amount	(A) or (D)	Price		
Humana Common	05/20/2013		M		2,500	A	\$ 23.05	20,829	D
Humana Common	05/20/2013		F		721	D	\$ 79.9	20,108	D
Humana Common	07/29/2011 <sup>(7)</sup>		P		526	A	\$ 79.8276 <sup>(7)</sup>	20,634	D

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

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

**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)	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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option <sup>(4)</sup>	\$ 23.05	05/20/2013		M	2,500	01/02/2005 01/02/2014	Humana Common 2,500
Stock Unit <sup>(1)</sup>	<sup>(1)</sup>					<sup>(1)</sup> <sup>(1)</sup>	Humana Common 1,821
Stock Unit <sup>(2)</sup>	<sup>(2)</sup>					<sup>(2)</sup> <sup>(2)</sup>	Humana Common 14,025
Stock Unit <sup>(3)</sup>	<sup>(3)</sup>					<sup>(3)</sup> <sup>(3)</sup>	Humana Common 2,467
Stock Unit <sup>(5)</sup>	<sup>(5)</sup>					<sup>(5)</sup> <sup>(5)</sup>	Humana Common 318
Restricted Stock Units	<sup>(6)</sup>					<sup>(6)</sup> <sup>(6)</sup>	Humana Common 2,026

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAMELIO FRANK A PFIZER INC. 235 EAST 42ND STREET, 235/23/5 NEW YORK, NY 10017		X		

## Signatures

Frank A.  
D'Amelio 11/14/2013

          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) Annual Director's fee payable in stock units, deferred at the election of the reporting person until his resignation of services as a director at which time the stock units will be payable in Humana Inc. common stock on a 1-for-1 basis, exempt pursuant to Rule 16(b)-3(d)(1).

Annual Director's fee payable in stock units which have been deferred at the election of the reporting person until his resignation of services as a director at which time the stock units will be payable in Humana Inc. common stock on a 1-for-1 basis (over a five-year period), exempt pursuant to Rule 16(b)-3(d)(1).

(3) Director's cash fee elected to be converted into stock units, deferred at the election of the reporting person until his resignation of services as a director at which time the stock units will be payable in Humana Inc. common stock on a 1-for-1 basis (over a five-year period), exempt pursuant to Rule 16(b)-3(d)(1).

(4) Right to buy pursuant to Humana Inc.'s 2003 Stock Incentive Plan.

Director's dividend payment reinvested into stock units on vested and deferred stock units, deferred in accordance with the Plan until his resignation of services as a director at which time the deferred dividend stock units will be payable in Humana Inc. common stock on a 1-for-1 basis, exempt pursuant to Rule 16(b)-3(d).

(6) 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) under the Company's 2011 Plan. 100% of the award is vesting on 12/31/2013.

(7) Beginning with July 2011, on each of the Company's quarterly dividend payment dates, reporting person's brokerage firm purchased additional Humana shares with the cash dividend. Inadvertantly, these nominal purchases were not reported. Reporting person had no opposite way transactions during this time. Shares purchased at prices ranging from \$70.1712 to \$91.2440.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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