

MURRAY JAMES E

Form 4/A

March 03, 2011

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
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(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)
03/03/2011

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 (2)	144,564	D	
Humana Common	03/03/2011	F	35,005 (6)	D	\$ 64.215	109,559	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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(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. 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 Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Options <u>(8)</u>	\$ 32.7	03/03/2011		M	110,000	<u>(9)</u>	02/24/2012	Humana Common	110
Options <u>(5)</u>	\$ 9.26	03/03/2011		M	13,686	03/13/2006 <u>(7)</u>	03/13/2013	Humana Common	13
Options <u>(8)</u>	\$ 53.96					<u>(10)</u>	02/23/2013	Humana Common	84
Options <u>(8)</u>	\$ 62.1					<u>(11)</u>	02/22/2014	Humana Common	67
Options <u>(8)</u>	\$ 69.475					<u>(12)</u>	02/21/2015	Humana Common	70
Options <u>(8)</u>	\$ 41.83	03/03/2011		M	66,652	<u>(13)</u>	02/19/2016	Humana Common	66
Options <u>(8)</u>	\$ 46.4	03/03/2011		M	19,041	<u>(14)</u>	02/18/2017		19

Options ⁽⁸⁾	\$ 61.18		<u>(15)</u>	02/17/2018	Humana Common	39
Restricted Stock Units ⁽¹⁶⁾	<u>(17)</u>		<u>(18)</u>	<u>(18)</u>	Humana Common	8,
Phantom Stock Units	<u>(19)</u>		<u>(19)</u>	<u>(19)</u>	Humana Common	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) The amended Form 4 includes shares withheld for taxes omitted from the original filing dated same date.
- (7) 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.
- (8) Right to buy pursuant to Company's 2003 Stock Incentive Plan.
- (9) 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.
- (10) 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.
- (11)

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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.

- (12) 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.
- (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 2/19/10 to 2/19/12.
- (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 2/18/11 to 2/18/13.
- (15) 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.
- (16) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
- (17) 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).
- (18) Restricted stock units granted to reporting person on 2/17/11, 100% of the award is vesting on 2/17/14.
- (19) 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.

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