

MARGULIS HEIDI S
Form 4
January 03, 2013

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 *
MARGULIS HEIDI S

(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)
12/31/2012

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)
Senior V.P. - Public Affairs

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 (D) Price			
Humana Common					9,145	D	
Humana Common					6,717	I	See Footnote (1)

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 Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Options ⁽²⁾	\$ 69.475					⁽³⁾ 02/21/2015	Humana Common	5,130
Restricted Stock Units ⁽⁴⁾	⁽⁵⁾					⁽⁶⁾ ⁽⁶⁾	Humana Common	4,095
Restricted Stock Units ⁽⁴⁾	⁽⁵⁾					⁽⁷⁾ ⁽⁷⁾	Humana Common	2,355
Restricted Stock Units ⁽⁴⁾	⁽⁵⁾					⁽⁸⁾ ⁽⁸⁾	Humana Common	2,820
Phantom Stock Units	\$ 74.47 ⁽⁹⁾	12/31/2012		J	1	⁽⁹⁾ ⁽⁹⁾	Humana Common	1 \$ 74.47

Reporting Owners

Reporting Owner Name / Address

MARGULIS HEIDI S
HUMANA INC.
500 WEST MAIN STREET
LOUISVILLE, KY 40202

Relationships

Director 10% Owner Officer Other

Senior V.P. - Public Affairs

Signatures

Heidi S. Margulis 12/31/2012

**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) Stock units held for reporting person's benefit as of November 30, 2012 under the Humana Retirement & Savings Plan, including a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, both exempt under Rule 16b-3(c).
- (2) Right to buy pursuant to Humana Inc.'s 2003 Stock Incentive Plan.
- (3) 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.
- (4) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
- (5) 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).
- (6) Restricted stock units granted to reporting person on 2/18/10, 100% of the award is vesting on 2/18/13.
- (7) Restricted stock units granted to reporting person on 5/5/11, 100% of the award is vesting on 5/5/14.
- (8) Restricted stock units granted to reporting person on 2/23/12, 100% of the award is vesting on 2/23/15.

Phantom Stock Units held for the benefit of reporting person as of December 31, 2012 based on the value of Humana common stock on a 1-for-1 basis, under the Humana Retirement Equalization Plan. Transaction reported reflects that one (1) share was acquired for a

- (9) quarterly allocation (allocated last business day of each quarter) of dividend equivalents under the Plan using the closing price on the dividend payable date of October 26, 2012 of \$74.47. (The ending number of units reflects the normal fluctuation due to changes in the stock price)

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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