

HUMANA INC
Form 4
March 21, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
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)
03/19/2014

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)
EVP & COO

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 | 03/19/2014 | | M | | 13,070 A \$ 61.18 | 124,030 | D |
| Humana Common | 03/19/2014 | | M | | 32,498 A \$ 88.6475 | 156,528 | D |
| Humana Common | 03/19/2014 | | M | | 6,933 A \$ 72.84 | 163,461 | D |
| Humana Common | 03/19/2014 | | F | | 43,936 D \$ 115.44 | 119,525 | D |
| Humana Common | 03/19/2014 | | S | | 28,836 D \$ 116.52 (17) | 90,689 | D |

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| | | | | | | | | |
|---------------|------------|---|-------|---|-----------|--------|---|-------------------|
| Humana Common | 03/20/2014 | S | 797 | D | \$ 118.47 | 89,892 | D | |
| Humana Common | | | | | | 3,983 | I | See Footnote (1) |
| Humana Common | | | | | | 1,356 | I | See Footnote (2) |
| Humana Common | 03/19/2014 | S | 7,200 | D | \$ 116.68 | 7,200 | I | See Footnote (16) |
| Humana Common | | | | | | 928 | I | See Footnote (3) |

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

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SEC 1474
(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 of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Options ⁽⁴⁾ | \$ 61.18 | 03/19/2014 | | M | 13,070 | ⁽⁶⁾ | 02/17/2018 | Humana Common | 13,070 |
| Options ⁽⁴⁾ | \$ 88.6475 | 03/19/2014 | | M | 32,498 | ⁽⁷⁾ | 02/23/2019 | Humana Common | 32,498 |
| Options ⁽⁴⁾ | \$ 72.84 | 03/19/2014 | | M | 6,933 | ⁽⁸⁾ | 02/20/2020 | Humana Common | 6,933 |
| Options ⁽⁵⁾ | \$ 102.155 | | | | | ⁽⁹⁾ | 02/18/2021 | Humana Common | 24,584 |
| Restricted Stock Units ⁽¹⁰⁾ | ⁽¹²⁾ | | | | | ⁽¹³⁾ | ⁽¹³⁾ | Humana Common | 9,476 |

| | | | | | |
|--|-------------|-------------|-------------|------------------|-------|
| Restricted Stock Units <u>(11)</u> | <u>(12)</u> | <u>(14)</u> | <u>(14)</u> | Humana Common | 6,864 |
| Restricted Stock Units <u>(11)</u> | <u>(12)</u> | <u>(15)</u> | <u>(15)</u> | Humana Common | 5,384 |
| Phantom Stock Units | <u>(18)</u> | <u>(18)</u> | <u>(18)</u> | Humana Common | 1,686 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| MURRAY JAMES E HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202 | | | EVP & COO | |

Signatures

James E. Murray 03/21/2014

 **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) Shares held by reporting person's spouse.
- (2) Shares held in The Murray Family Partnership.
- (3) Shares held for the benefit of reporting person as of February 28, 2014 under the Humana Retirement Savings Plan including routine payroll deductions, quarterly dividend allocation, and a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, exempt under Rule 16b-3(c).
- (4) Right to buy pursuant to Company's 2003 Stock Incentive Plan.
- (5) Right to buy pursuant to Company's 2011 Stock Incentive Plan.
- (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 2/17/12 to 2/17/14.
- (7) 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.
- (8) Incentive and Non-Qualified stock options granted to reporting person on 02/20/13, vesting in three increments from 02/20/14 to 02/20/16.
- (9) Incentive and Non-Qualified stock options granted to reporting person on 02/18/14, vesting in three increments from 02/18/15 to 02/18/17.
- (10) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
- (11) Right to receive one share per restricted stock unit pursuant to the Company's 2011 Stock Incentive Plan.

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- (12) 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).
- (13) Restricted stock units granted to reporting person on 02/23/12, 100% of the award is vesting on 02/23/15.
- (14) Restricted stock units granted to reporting person on 02/20/13, 100% of the award is vesting on 02/20/16.
- (15) Restricted stock units granted to reporting person on 02/18/14, 100% of the award is vesting on 02/18/17.
- (16) Transfer of Shares from Family Partnership to Family Trust - Mr. Murray's spouse is the trustee and his family members are the beneficiaries.
- (17) Sold at prices ranging from \$116.03 to \$117.17.
Phantom Stock Units held for the benefit of reporting person as of February 28, 2014 based on the value of Humana common stock on a
- (18) 1-for-1 basis, under the Humana Retirement Equalization Plan. The ending number of units reflects normal fluctuation due to changes in 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. 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.