

LeClaire Brian P.
Form 3
August 22, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â LeClaire Brian P. | | (Month/Day/Year) | HUMANA INC [HUM] | |
| (Last) | (First) | 08/17/2011 | | |
| HUMANA INC.,Â 500 WEST MAIN STREET | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| LOUISVILLE,Â KYÂ 40202 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP & Chief Service & Info Off | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Humana Common | 3,269 | D | Â |
| Humana Common | 133 | I | See Footnote ⁽¹⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------------------|-------------------|-------------------|---------------|----------------------------|--------------------------|---|------------------------------|
| Options ⁽²⁾ | Â ⁽³⁾ | 04/01/2015 | Humana Common | 23,706 | \$ 45.975 | D | Â |
| Options ⁽²⁾ | Â ⁽⁴⁾ | 02/19/2016 | Humana Common | 5,818 | \$ 41.83 | D | Â |
| Restricted Stock Units ⁽⁵⁾ | Â ⁽⁶⁾ | Â ⁽⁶⁾ | Humana Common | 3,772 | \$ 0.1667 ⁽⁷⁾ | D | Â |
| Restricted Stock Units ⁽⁵⁾ | Â ⁽⁸⁾ | Â ⁽⁸⁾ | Humana Common | 6,048 | \$ 0.1667 ⁽⁷⁾ | D | Â |
| Restricted Stock Units ⁽⁵⁾ | Â ⁽⁹⁾ | Â ⁽⁹⁾ | Humana Common | 5,475 | \$ 0.1667 ⁽⁷⁾ | D | Â |
| Phantom Stock Units | Â ⁽¹⁰⁾ | Â ⁽¹⁰⁾ | Humana Common | 164 | \$ ⁽¹⁰⁾ | I | See Footnote ⁽¹⁰⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LeClaire Brian P. HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202 | Â | Â | Â SVP & Chief Service & Info Off | Â |

Signatures

Brian P LeClaire 08/22/2011

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 for the benefit of reporting person as of July 29, 2011 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 the Humana's 2003 Stock Incentive Plan.
- (3) Non-Qualified stock options granted to reporting person on 4/1/08, vesting in three increments from 4/1/11 to 4/1/13.
- (4) Non-qualified stock options granted to reporting person on 2/19/09, vesting in three increments from 2/19/10 to 2/19/12.
- (5) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
- (6) Restricted stock units granted to reporting person on 2/18/10, 100% of the award is vesting on 2/18/13.
- (7) 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).
- (8) Restricted stock units granted to reporting person on 2/17/11, 100% of the award is vesting on 2/17/14.

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- (9) Restricted stock units granted to reporting person on 6/29/11, 100% of the award is vesting on 6/29/14.
- (10) Phantom Stock Units held for the benefit of reporting person as of July 29, 2011 based on the value of Humana common stock on a 1-for-1 basis, under the Humana Excess Plan 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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