

MCCALLISTER MICHAEL B  
 Form 4  
 July 03, 2012

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 MCCALLISTER MICHAEL B

(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)  
 06/30/2012

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)

Chairman of the Board & CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Humana Common                   |                                      |  |                                | (A) or (D) Price  | 12,325  | I  | See Footnote (1)                                      |
| Humana Common                   |                                      |  |                                | (A) or (D) Price  | 8,560   | I  | See Footnote (2)                                      |
| Humana Common                   |                                      |  |                                | (A) or (D) Price  | 310,027   | D  |   |
| Humana Common                   |                                      |  |                                | (A) or (D) Price  | 12,366  | I  | See Footnote (2008)                                   |

|                  |        |   |  |
|------------------|--------|---|--|
| Humana<br>Common | 10,837 | I | GRAT) <sup>(3)</sup><br>See<br>Footnote<br>(2010<br>GRAT) <sup>(4)</sup> |
|------------------|--------|---|--|

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 of Underlying Securities (Instr. 3 and 4) | 8. F. Derivative Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
| Options <sup>(5)</sup>                     | \$ 62.1  |                                      |  |                                |   | <u>(6)</u>   | 02/22/2014  | Humana Common                                | 129,758                    |
| Options <sup>(5)</sup>                     | \$ 69.475  |                                      |  |                                |   | <u>(7)</u>   | 02/21/2015  | Humana Common                                | 159,585                    |
| Options <sup>(5)</sup>                     | \$ 41.83   |                                      |  |                                |   | <u>(8)</u>   | 02/19/2016  | Humana Common                                | 75,253                     |
| Options <sup>(5)</sup>                     | \$ 46.4  |                                      |  |                                |   | <u>(9)</u>   | 02/18/2017  | Humana Common                                | 86,554                     |
| Options <sup>(5)</sup>                     | \$ 61.18   |                                      |  |                                |   | <u>(10)</u>  | 02/17/2018  | Humana Common                                | 88,537                     |
| Options <sup>(5)</sup>                     | \$ 88.6475   |                                      |  |                                |   | <u>(11)</u>  | 02/23/2019  | Humana Common                                | 101,557                    |
| Restricted Stock Units <sup>(12)</sup>     | <u>(13)</u>  |                                      |  |                                |   | <u>(14)</u>  | <u>(14)</u>   | Humana Common                                | 20,023                     |
| Restricted Stock Units <sup>(12)</sup>     | <u>(13)</u>  |                                      |  |                                |   | <u>(15)</u>  | <u>(15)</u>   | Humana Common                                | 19,741                     |



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Phantom Stock Units held for the benefit of reporting person as of June 30, 2012 based on the value of Humana common stock on a 1-for-1 basis, under the Humana Excess Plan. 3 shares were acquired for a quarterly allocation of dividends under the Plan using the closing price of the dividend payable date on April 27, 2012. (The number of units reflect 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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