

McClain Tim S  
 Form 3  
 October 24, 2012

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

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

**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 <b>and</b> Ticker or Trading Symbol	
McClain Tim S		(Month/Day/Year)	HUMANA INC [HUM]	
(Last)	(First)	(Middle)	10/18/2012	
HUMANA INC., 500 WEST MAIN STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)				
LOUISVILLE, KY 40202			(Check all applicable)	
(City)	(State)	(Zip)	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Group Pres, Govt & Other Busin	

**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	82	D	

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Options <sup>(1)</sup>	Â <sup>(2)</sup>	08/27/2016	Humana Common	1,667	\$ 36.52	D	Â
Options <sup>(1)</sup>	Â <sup>(3)</sup>	02/23/2019	Humana Common	3,971	\$ 88.6475	D	Â
Restricted Stock Units <sup>(4)</sup>	Â <sup>(7)</sup>	Â <sup>(7)</sup>	Humana Common	1,635	\$ 0.1667 <sup>(6)</sup>	D	Â
Restricted Stock Units <sup>(5)</sup>	Â <sup>(8)</sup>	Â <sup>(8)</sup>	Humana Common	3,130	\$ 0 <sup>(6)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McClain Tim S HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202	Â	Â	Â Group Pres, Govt & Other Busin	Â

## Signatures

Tim S McClain                      10/24/2012  
 \_\_Signature of                      Date  
 Reporting Person

## 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) Right to buy pursuant to the Humana's 2003 Stock Incentive Plan.
- (2) Non-Qualified stock options granted to reporting person on 8/27/09, 100% vested.
- (3) Non-qualified stock options granted to reporting person on 2/23/12, vesting in three increments from 2/23/13 to 2/23/15.
- (4) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
- (5) Right to receive one share per restricted stock unit pursuant to the Company's 2011 Stock Incentive Plan.
- (6) 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).
- (7) Restricted stock units granted to reporting person on 2/17/11, 100% of the award is vesting on 2/17/14.
- (8) Restricted stock units granted to reporting person on 2/23/12, 100% of the award is vesting on 2/23/15.

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.