

HUMANA INC
Form 4/A
February 26, 2015

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROUSSARD BRUCE D

(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)

02/24/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

02/24/2015

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

President & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ 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	02/25/2015		M	Amount 17,334 (8)	A \$ 72.84 77,278	D	
Humana Common	02/25/2015		M	25,143	A \$ 102.155 102,421	D	
Humana Common	02/25/2015		F	606	D \$ 165.04 101,815	D	
Humana Common	02/25/2015		S	41,105	D \$ 165.2927 60,710 (7)	D	

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Underlying Security (Instr. 3 and 4)
Options ⁽¹⁾	\$ 72.84	02/25/2015		M			17,334	⁽¹⁾	02/20/2020	Humana Common	17,334
Options ⁽²⁾	\$ 102.155	02/25/2015		M			25,143	⁽²⁾	02/18/2021	Humana Common	25,143
Options ⁽³⁾	\$ 164.645	02/24/2015		A			118,626	⁽³⁾	02/24/2022	Humana Common	118,626
Restricted Stock Units ⁽⁴⁾	⁽⁴⁾							⁽⁵⁾	⁽⁵⁾	Humana Common	1,000,000
Restricted Stock Units ⁽⁴⁾	⁽⁴⁾							⁽⁶⁾	⁽⁶⁾	Humana Common	1,000,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROUSSARD BRUCE D HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202			President & CEO	

Signatures

Bruce D.
Broussard 02/26/2015

**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) Right to buy pursuant to the Company's 2003 Stock Incentive Plan. 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.
- (2) Right to buy pursuant to the Company's 2011 Stock Incentive Plan. 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.
- (3) Right to buy pursuant to the Company's 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to Reporting Person on 02/24/15, vesting in three increments from 02/24/16 to 02/24/18.
- (4) Right to receive one share per restricted stock unit pursuant to the Company's 2011 Stock Incentive Plan. 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).
- (5) Restricted stock units granted to Reporting Person on 02/20/2013, 100% of the award is vesting on 02/20/16.
- (6) Restricted stock units granted to Reporting Person on 02/18/2014, 100% of the award is vesting on 02/18/17.
- (7) Shares sold ranging from \$165.0297 to \$165.47
- (8) Amendment filed due to typographical error, resulting in amount acquired and ending balance of shares previously off by 10 shares.

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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