

HUMANA INC
Form 4
February 23, 2011

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 *
JONES DAVID A JR/KY

(Last) (First) (Middle)

CHRYSALIS VENTURES,
INC., 101 S. FIFTH STREET,
SUITE 1650

(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)
02/23/2011

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Humana Common | 02/23/2011 | | S | | 150,000 | D | \$ 63.6722 (1) |
| Humana Common | | | | | | I | 72 See Footnote (2) |
| Humana Common | | | | | 1,300 | I | See Footnote (3) |
| Humana | | | | | 1,300 | I | See |

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| | | | | | | |
|------------------|-----|---|--|--|--|------------------------|
| Common | | | | | | Footnote (4) |
| Humana Common | 300 | I | | | | See Footnote (5) |

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

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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. Price or Amount of Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Options (6) | \$ 11.55 | | | | | 01/02/2003 | 01/02/2012 | Humana Common | 5,000 |
| Options (6) | \$ 10.19 | | | | | 01/02/2004 | 01/02/2013 | Humana Common | 5,000 |
| Options (7) | \$ 23.05 | | | | | 01/02/2005 | 01/02/2014 | Humana Common | 2,500 |
| Stock Units (8) | (8) | | | | | (8) | (8) | Humana Common | 5,022 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JONES DAVID A JR/KY CHRYSALIS VENTURES, INC. 101 S. FIFTH STREET, SUITE 1650 LOUISVILLE, KY 40202 | | X | | |

Signatures

David A. Jones,
Jr.

02/24/2011

 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) The shares sold in multiple lots ranging from \$63.01 to \$64.52. The weighted average sale price was \$63.6722.
- (2) Reporting person indirectly owns 72 shares held by spouse.
- (3) Reporting person indirectly owns 1,300 shares held by spouse as custodian for son.
- (4) Reporting person indirectly owns 1,300 shares held by spouse as custodian for daughter.
- (5) Reporting person indirectly owns 300 shares held in an Individual Retirement Account.
- (6) Right to buy pursuant to Humana Inc.'s 1996 Incentive Stock Option Plan.
- (7) Right to buy pursuant to Humana Inc.'s 2003 Stock Incentive Plan.

- Director's cash fee elected to be converted into stock units, deferred at the election of the reporting person until his resignation of services
- (8) as a director at which time the stock units will be payable in Humana Inc. common stock on a 1-for-1 basis, exempt pursuant to Rule 16(b)-3(d)(1).

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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