Christopher M Todoroff Form 4 February 27, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287 January 31,

2005

0.5

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Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Christopher M Todoroff

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

below)

(Last)

(First)

(Middle)

(Zip)

HUMANA INC [HUM] 3. Date of Earliest Transaction

(Month/Day/Year)

02/23/2012

Director X_ Officer (give title

10% Owner Other (specify

HUMANA INC., 500 WEST MAIN STREET

(Street)

(State)

(City)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Sr. VP and General Counsel

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

LOUISVILLE, KY 40202

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Humana Common

(Instr. 3)

Code V Amount (D) Price

26,307

D

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

(Month/Day/Year)

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SEC 1474 (9-02)

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

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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. Transacti Code (Instr. 8)	5. Number of Derivative Securities Acquired or Dispos (D) (Instr. 3, and 5)	e (A) sed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (1)	\$ 45.98						(2)	08/28/2015	Humana Common	15,000
Options (1)	\$ 41.83						(3)	02/19/2016	Humana Common	19,351
Options (1)	\$ 29.53						<u>(4)</u>	04/28/2016	Humana Common	23,334
Options (1)	\$ 46.4						(5)	02/18/2017	Humana Common	27,697
Options (1)	\$ 61.18						<u>(6)</u>	02/17/2018	Humana Common	22,767
Options (1)	\$ 88.6475	02/23/2012		A	24,374		<u>(7)</u>	02/23/2019	Humana Common	24,374
Restricted Stock Units (8)	<u>(9)</u>						(10)	(10)	Humana Common	5,149
Restricted Stock Units (8)	<u>(9)</u>	02/23/2012		A	4,738		<u>(11)</u>	<u>(11)</u>	Humana Common	4,738

Reporting Owners

Christopher M.

**Signature of Reporting

Person

Todoroff

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Christopher M Todoroff HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202			Sr. VP and General Counsel	1			
Signatures							

02/24/2012

Date

Reporting Owners

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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.
- (2) Incentive and Non-Qualified stock options granted to reporting person on 8/28/08 vesting in three increments from 8/28/09 to 8/28/2011.
- (3) Reporting person was granted the maximum number of Incentive stock options allowed and remaining options were granted as Non-Qualified stock options. The option grant vests in three increments from 2/19/10 to 2/19/12.
- (4) Non-Qualified stock option grant vests in three increments from 4/28/10 to 4/28/12.
- (5) Reporting person was granted the maximum number of Incentive stock options allowed and remaining options were granted as Non-Qualified stock options. The option grant vests in three increments from 2/18/11 to 2/18/13.
- (6) Reporting person was granted the maximum number of Incentive stock options allowed and remaining options were granted as Non-Qualified stock options. The option grant vests in three increments from 2/17/12 to 2/17/14.
- (7) Reporting person was granted the maximum number of Incentive stock options allowed and remaining options were granted as Non-Qualified stock options. The option grant vests in three increments from 2/23/13 to 2/23/15.
- (8) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
- (9) 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).
- (10) Restricted stock units granted to reporting person on 2/17/11, 100% of the award is vesting on 2/17/14.
- (11) 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.