

HATHCOCK BONNIE C
Form 4
March 12, 2012

FORM 4

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

OMB APPROVAL

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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 *
HATHCOCK BONNIE C

(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)
03/09/2012

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)
Sr VP & Chief Human Res. Off

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)
			Code	V	Amount	(A) or (D)	Price
Humana Common	03/09/2012		M		41,036	A	\$ 69.475
					65,324		
Humana Common	03/09/2012		M		19,351	A	\$ 41.83
					84,675		
Humana Common	03/09/2012		M		12,117	A	\$ 46.4
					96,792		
Humana Common	03/09/2012		M		7,589	A	\$ 61.18
					104,381		
Humana Common	03/09/2012		F		2,287	D	\$ 87.39
					102,094		

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Humana Common	03/09/2012	S ⁽¹¹⁾	61,207	D	\$ 87.2056	40,887	D
Humana Common	03/09/2012	S ⁽¹²⁾	15,057	D	\$ 87.8468	25,830	D
Humana Common	03/09/2012	G	900	D	\$ 87.39	24,930	D

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

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.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Options ⁽¹⁾	\$ 69.475	03/09/2012		M	41,036	⁽²⁾ 02/21/2015	Humana Common 41,036
Options ⁽¹⁾	\$ 41.83	03/09/2012		M	19,351	⁽³⁾ 02/19/2016	Humana Common 19,351
Options ⁽¹⁾	\$ 46.4	03/09/2012		M	12,117	⁽⁴⁾ 02/18/2017	Humana Common 12,117
Options ⁽¹⁾	\$ 61.18	03/09/2012		M	7,589	⁽⁵⁾ 02/17/2018	Humana Common 7,589
Options ⁽¹⁾	\$ 88.6475					⁽⁶⁾ 02/23/2019	Humana Common 24,374
Restricted Stock Units ⁽⁷⁾	⁽⁸⁾					⁽⁹⁾ ⁽⁹⁾	Humana Common 5,149
Restricted Stock Units ⁽⁷⁾	⁽⁸⁾					⁽¹⁰⁾ ⁽¹⁰⁾	Humana Common 4,738

