

HUMANA INC
Form 4
January 04, 2016

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 *
Huval Timothy S.

(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)
01/02/2016

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)
Senior VP & Chief HR Officer

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	(D)	Price
Humana Common	01/02/2016		M		21,709	A	\$ 0
Humana Common	01/02/2016		F		9,940	D	\$ 179.075
					21,709	D	
					11,769	D	

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

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SEC 1474 (9-02)

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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 <u>(1)</u>	\$ 72.84					<u>(1)</u> 02/20/2020	Humana Common 14,041
Options <u>(2)</u>	\$ 102.155					<u>(2)</u> 02/18/2021	Humana Common 15,086
Options <u>(3)</u>	\$ 164.645					<u>(3)</u> 02/24/2022	Humana Common 21,014
Restricted Stock Units <u>(4)</u>	<u>(4)</u>	01/02/2016		M	21,709	<u>(5)</u> <u>(5)</u>	Humana Common 21,709
Restricted Stock Units <u>(4)</u>	<u>(4)</u>					<u>(6)</u> <u>(6)</u>	Humana Common 4,633
Restricted Stock Units <u>(4)</u>	<u>(4)</u>					<u>(7)</u> <u>(7)</u>	Humana Common 3,304

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Huval Timothy S. HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202			Senior VP & Chief HR Officer	

Signatures

Timothy S. Huval 01/04/2016

**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 01/02/2013, 100% of the award is vesting on 01/02/16.
- (6) Restricted stock units granted to Reporting Person on 02/20/2013, 100% of the award is vesting on 02/20/16.
- (7) Restricted stock units granted to Reporting Person on 02/18/2014, 100% of the award is vesting on 02/18/17.

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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