## Edgar Filing: McDonald William J. - Form 4

McDonald W	illiam J.											
Form 4												
May 16, 2011												
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION										PPROVAL		
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287			
Check this if no longe	Check this box							Expires:	January 31, 2005			
subject to	STATEM	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							Estimated a	Estimated average		
Section 16		SECURITIES							burden hou	burden hours per		
Form 4 or Form 5		Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,							response	0.5		
obligations	<b>^</b>							f 1935 or Sectio	'n			
may contin	nue.		of the Inv	•	<b>.</b>	• •			11			
See Instruct 1(b).	ction	20(11)		council	company	1100	01 17					
(Print or Type Re	esponses)											
		_ *										
					5. Relationship of Issuer	f Reporting Per	son(s) to					
McDonald William J. Symbol Issuer HUMANA INC [HUM]						155001						
				-	-			(Cheo	ck all applicable	e)		
(Last)	(First) (N	Aiddle)		Earliest Tra	ansaction				100			
			(Month/Da 05/13/20	-				X_ Director 10% Owner Officer (give title Other (specify				
ONE DRIVE		1712	03/13/20	/11				below)	below)			
	(Street)		4 If Amer	udment Dat	e Original			6 Individual or L	oint/Group Fili	ng(Check		
				th/Day/Year)	-			6. Individual or Joint/Group Filing(Check Applicable Line)				
			1 1100(11101	, 2 uj, 1 cui)				_X_ Form filed by				
MCLEAN, V	VA 22102							Form filed by M Person	More than One Re	eporting		
(City)	(State)	(Zip)										
(eng)		-		e I - Non-D			ties Ac	quired, Disposed o		-		
1.Title of	2. Transaction Date			3. Transactio	4. Securit onAcquired			5. Amount of Securities	6. Ownership Form: Direct	<ol> <li>Nature of Indirect</li> </ol>		
Security (Instr. 3)	(Month/Day/Year)	any	on Date, if	Code	Disposed			Beneficially	(D) or	Beneficial		
<b>`</b>			Day/Year)	(Instr. 8)	(Instr. 3,			Owned	Indirect (I)	Ownership		
								Following Reported	(Instr. 4)	(Instr. 4)		
						(A)		Transaction(s)				
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Humana					mount		11100	250	D			
Common								250	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of		3. Transaction Date		4. Transa		5. Numbor	6. Date Exer		7. Title and A		8. Price of
Derivative Security (Instr. 3)	e Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	(Instr. 8	8) ] 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	Number of Derivativ Securitie Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	s I I		Underlying S (Instr. 3 and		Derivative Security (Instr. 5)
				Code	v	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Unit (1)	<u>(1)</u>						<u>(1)</u>	<u>(1)</u>	Humana Common	17,936	
Stock Unit (2)	<u>(2)</u>	05/13/2011		А		98	(2)	(2)	Humana Common	98	\$ 78.5

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
McDonald William J. CAPITAL ONE 1680 CAPITAL ONE DRIVE MCLEAN, VA 22102	Х							
Signatures								

William J. McDonald	05/16/2011			
<u>**</u> 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) Annual Director's fee payable in stock units, deferred at the election of the reporting person until his resignation of services 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).
- Director's cash fee elected to be converted into stock units, deferred at the election of the reporting person until his resignation of services(2) 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).
- (3) The amount of securities beneficially owned is increased by 98 shares for the May 13, 2011 cash fee conversion to stock and 1 share due to fractional share accumulations that have occurred since April 15, 2011.

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.