#### Edgar Filing: Bierbower Elizabeth D - Form 4

Bierbower El	lizabeth D										
Form 4 February 22,	2013										
•	ГЛ									PPROVAL	
FORM 4 UNITED STATES SE				SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 19								Expires:January 31, 2005Estimated average burden hours per response0.5			
obligation may conti <i>See</i> Instru 1(b).	inue. Section	17(a) of the		ility Hold	ing Com	pany	Act o	of 1935 or Sectio	n		
(Print or Type R	Responses)										
1. Name and A Bierbower E	Symbol	Name and '		Fradin	g	5. Relationship of Reporting Person(s) to Issuer					
(Last) HUMANA I STREET	3. Date of Earliest Transaction (Month/Day/Year) 02/20/2013					(Check all applicable) <u>X</u> Director <u>X</u> Officer (give title below) Segment Pres., Employer Group					
				Amendment, Date Original d(Month/Day/Year)				<ul><li>6. Individual or Joint/Group Filing(Check</li><li>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>			
LOUISVILI	LE, KY 40202	2						Form filed by M Person	Nore than One R	eporting	
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed of	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Executi any		3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) o of (D 4 and (A) or	)) 5)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Humana Common								7,868	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)

	_		U I							
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. Transactic Code (Instr. 8)	5. Number out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day,	ate	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)	\$ 21.275						(2)	02/24/2014	Humana Common	18,000
Options (1)	\$ 62.1						(3)	02/22/2014	Humana Common	4,605
Options (1)	\$ 69.475						(4)	02/21/2015	Humana Common	6,063
Options (1)	\$ 45.975						(5)	04/01/2015	Humana Common	17,673
Options (1)	\$ 41.83						(6)	02/19/2016	Humana Common	6,981
Options (1)	\$ 79.655						(7)	06/20/2019	Humana Common	5,411
Options (1)	\$ 72.84	02/20/2013		А	5,200		(8)	02/20/2020	Humana Common	5,200
Restricted Stock Units (9)	\$ 0.1667 						(12)	(12)	Humana Common	2,860
Restricted Stock Units (10)	\$ 0 <u>(11)</u>						(13)	(13)	Humana Common	1,692
Restricted Stock Units (10)	\$ 0 <u>(11)</u>						(14)	(14)	Humana Common	1,883
Restricted Stock Units (10)	<u>(11)</u>	02/20/2013		А	1,716		(15)	(15)	Humana Common	1,716

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# **Reporting Owners**

**Reporting Owner Name / Address** 

Relationships

Other

Director 10% Owner Officer

Segment Pres., Employer Group

Bierbower Elizabeth D HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202

### **Signatures**

Elizabeth D. 02/21/2013 Bierbower

\*\*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.
- (2) Non-Qualified stock options granted to reporting person on 2/24/04, 100% vested.
- (3) Non-Qualified stock options granted to reporting person on 2/22/07, 100% vested.
- (4) Non-Qualified stock options granted to reporting person on 2/21/08, 100% vested.
- (5) Non-Qualified stock options granted to reporting person on 4/1/08, vesting in three increments from 4/1/11 to 4/1/13.
- (6) Non-Qualified stock options granted to reporting person on 2/19/09, 100% vested.
- (7) Non-Qualified stock options granted to reporting person on 6/20/12, vesting in three increments from 6/20/13 to 6/20/15.
- (8) 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.
- (9) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
- (10) Right to receive one share per restricted stock unit pursuant to the Company's 2011 Stock Incentive Plan.
- (11) 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).
- (12) Restricted stock units granted to reporting person on 2/17/11, 100% of the award is vesting on 2/17/14.
- (13) Restricted stock units granted to reporting person on 2/23/12, 100% of the award is vesting on 2/23/15.
- (14) Restricted stock units granted to reporting person on 6/20/12, 100% of the award is vesting on 6/20/15.
- (15) Restricted stock units granted to reporting person on 02/20/13, 100% of the award is vesting on 02/20/16.

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.