LeClaire Brian P. Form 4 May 08, 2013

FORM 4

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

Check this box if no longer subject to Section 16.

Form 4 or

obligations

Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LeClaire Brian P. Issuer Symbol HUMANA INC [HUM] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title _ Other (specify **HUMANA INC., 500 WEST MAIN** 05/06/2013 below) STREET SVP & Chief Service & Info Off (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting LOUISVILLE, KY 40202 Person

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(III3ti. +)	
Humana Common	05/06/2013		M	23,706	A	\$ 45.975	28,280	D	
Humana Common	05/06/2013		M	5,818	A	\$ 41.83	34,098	D	
Humana Common	05/06/2013		F	5,245	D	\$ 76.285	28,853	D	
Humana Common	05/06/2013		S	19,000	D	\$ 76.1171	9,853	D	
Humana Common							132	I	See Footnote

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

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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)

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. Transact Code (Instr. 8)	Sector Acquired (D)	urities quired (A) Disposed of str. 3, 4,	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 (2)	\$ 45.975	05/06/2013		M		23,706	(3)	04/01/2015	Humana Common	23,706
Options (2)	\$ 41.83	05/06/2013		M		5,818	<u>(4)</u>	02/19/2016	Humana Common	5,818
Options (2)	\$ 72.84						<u>(5)</u>	02/20/2020	Humana Common	6,760
Restricted Stock Units (6)	<u>(8)</u>						<u>(9)</u>	(9)	Humana Common	6,048
Restricted Stock Units (6)	<u>(8)</u>						(10)	(10)	Humana Common	5,475
Restricted Stock Units (6)	<u>(8)</u>						<u>(11)</u>	<u>(11)</u>	Humana Common	6,768
Restricted Stock Units (7)	<u>(8)</u>						(12)	(12)	Humana Common	2,231
Phantom Stock Units	(13)						(13)	(13)	Humana Common	61

Reporting Owners

	Kelationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

Reporting Owners 2

LeClaire Brian P. HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202

SVP & Chief Service & Info Off

Signatures

Brian P. 05/08/2013 LeClaire

**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) Stock units held for the benefit of reporting person as of April 30, 2013 under the Humana Retirement & Savings Plan including a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, both exempt under Rule 16b-3(c).
- (2) Right to buy pursuant to Humana Inc.'s 2003 Stock Incentive Plan.
- (3) Non-Qualified stock options granted to reporting person on 4/1/08, vesting in three increments from 4/1/11 to 4/1/13.
- (4) Non-qualified stock options granted to reporting person on 2/19/09, vesting in three increments from 2/19/10 to 2/19/12.
- (5) 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.
- (6) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
- (7) Right to receive one share per restricted stock unit pursuant to the Company's 2011 Stock Incentive Plan.
- (8) 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).
- (9) Restricted stock units granted to reporting person on 2/17/11, 100% of the award is vesting on 2/17/14.
- (10) Restricted stock units granted to reporting person on 6/29/11, 100% of the award is vesting on 6/29/14.
- (11) Restricted stock units granted to reporting person on 2/23/12, 100% of the award is vesting on 2/23/15.
- (12) Restricted stock units granted to reporting person on 2/20/13, 100% of the award is vesting on 2/20/16.
- Phantom Stock Units held for the benefit of reporting person as of April 30, 2013 based on the value of Humana common stock on a 1-for-1 basis, under the Humana Retirement Equalization Plan.

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.

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