Christopher M Todoroff Form 4 August 30, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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).

STREET

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Christopher M Todoroff Symbol

(Zip)

HUMANA INC [HUM]

(First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year)

08/28/2011

HUMANA INC., 500 WEST MAIN

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify below)

Sr. VP and General Counsel

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

LOUISVILLE, KY 40202

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A)

Transaction(s) or (Instr. 3 and 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Code V Amount (D) Price

Humana 08/28/2011 F 3,786 D \$71 26,307 D Common

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4.	5. orNumber	6. Date Exer Expiration D		7. Title and A		8. Pri Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Monday Teal)	(Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		(Instr. 3 and		Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options (1)	\$ 45.98					(2)	08/28/2015	Humana Common	15,000	
Options (1)	\$ 41.83					(3)	02/19/2016	Humana Common	19,351	
Options (1)	\$ 29.53					<u>(4)</u>	04/28/2016	Humana Common	23,334	
Options (1)	\$ 46.4					(5)	02/18/2017	Humana Common	27,697	
Options (1)	\$ 61.18					<u>(6)</u>	02/17/2018	Humana Common	22,767	
Restricted Stock Units (7)	<u>(8)</u>					<u>(9)</u>	<u>(9)</u>	Humana Common	5,149	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Christopher M Todoroff HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202			Sr. VP and General Counsel				

Signatures

/s/ Christopher M.
Todoroff

**Signature of Reporting Date

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).

Reporting Owners 2

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- (1) Right to buy pursuant to the Company's 2003 Stock Incentive Plan.
- (2) Incentive and Non-Qualified stock options granted to reporting person on 8/28/08 vesting in three increments from 8/28/09 to 8/28/2011.
- (3) Reporting person was granted the maximum number of Incentive stock options allowed and remaining options were granted as Non-Qualified stock options. The option grant vests in three increments from 2/19/10 to 2/19/12.
- (4) Non-Qualified stock option grant vests in three increments from 4/28/10 to 4/28/12.
- (5) Reporting person was granted the maximum number of Incentive stock options allowed and remaining options were granted as Non-Qualified stock options. The option grant vests in three increments from 2/18/11 to 2/18/13.
- (6) Reporting person was granted the maximum number of Incentive stock options allowed and remaining options were granted as Non-Qualified stock options. The option grant vests in three increments from 2/17/12 to 2/17/14.
- (7) Right to receive one share per restricted stock unit pursuant to the Company's 2003 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.

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.