**HUMANA INC** Form 4 February 23, 2009

#### FORM 4

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

OMB

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires: 2005

0.5

**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5

obligations

Estimated average burden hours per response...

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

**SECURITIES** 

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Christopher M Todoroff

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

**HUMANA INC [HUM]** 

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner

**HUMANA INC., 500 WEST MAIN** 

02/19/2009

(Month/Day/Year)

X\_ Officer (give title Other (specify below)

STREET

Sr. VP and General Counsel

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

3.

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

LOUISVILLE, KY 40202

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

Code (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Humana Common Code V Amount (D) Price

> 18,500 D

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

(Month/Day/Year)

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.

SEC 1474 (9-02)

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

#### Edgar Filing: HUMANA INC - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number of orDerivative 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<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Options (1)   | \$ 45.98  |                                      |   |  |   | (2)  | 08/28/2015         | Humana<br>Common  | 45,000                              |
| Options (1)   | \$ 41.83  | 02/19/2009                           |   | A                                      | 58,052  | (3)  | 02/19/2016         | Humana<br>Common  | 58,052                              |

## **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                                  |       |  |  |  |
|---|---------------|-----------|----------------------------------|-------|--|--|--|
| . 9   | Director      | 10% Owner | Officer                          | Other |  |  |  |
| Christopher M Todoroff<br>HUMANA INC.<br>500 WEST MAIN STREET<br>LOUISVILLE, KY 40202 |               |           | Sr. VP and<br>General<br>Counsel |       |  |  |  |

# **Signatures**

Christopher M.
Todoroff

\*\*Signature of Reporting 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) 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.

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.

Reporting Owners 2