McDonald William J. Form 4

August 17, 2011 FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 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.

1(b).

(Print or Type Responses)

See Instruction

1. Name and A McDonald V	ddress of Reporting P William J.	Symbol	2. Issuer Name and Ticker or Trading Symbol HUMANA INC [HUM]			5. Relationship of Reporting Person(s) to Issuer			
(Last) CAPITAL (ONE DRIV)	ONE, 1680 CAPIT	iddle) 3. Date of (Month/Da	3. Date of Earliest Transaction (Month/Day/Year) 08/15/2011			_X_ Director		e) 6 Owner er (specify	
MCLEAN,	(Street) VA 22102		ndment, Dat th/Day/Year)	_		6. Individual or Applicable Line) _X_ Form filed by Form filed by Person	•	erson	
(City)	(State)	Zip) Table	e I - Non-De	erivative S	Securities Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Humana 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 SEC 1474 information contained in this form are not (9-02)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)

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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)	Deriv	ative ities ired rosed) . 3, 4,	Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price (Derivative Security (Instr. 5)
				Code V	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)	(2)	08/15/2011		A	104		(2)	(2)	Humana Common	104	\$ 74.2
Stock Unit (3)	(3)						(3)	(3)	Humana Common	52	

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	X						

Signatures

William J.
McDonald

**Signature of Reporting Person

08/16/2011

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).
- Director's dividend payment reinvested into stock units on vested and deferred stock units, deferred in accordance with the Plan until his resignation of services as a director at which time the deferred dividend stock units will be payable in Humana Inc. common stock on a 1-for-1 basis, exempt pursuant to Rule16(b)-3(d).

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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