

Bierbower Elizabeth D  
 Form 4  
 February 20, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Bierbower Elizabeth D

(Last) (First) (Middle)

HUMANA INC., 500 WEST MAIN STREET

(Street)

LOUISVILLE, KY 40202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 HUMANA INC [HUM]

3. Date of Earliest Transaction (Month/Day/Year)  
 02/18/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Segment Pres., Employer Group

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
				(A) or (D)	Price		
Humana Common	02/18/2013		M		\$ 0.1667	8,794	D
Humana Common	02/18/2013		F		\$ 78.175	7,868	D

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

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SEC 1474 (9-02)

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**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. Transaction Code (Instr. 8)	5. Number of Derivative 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)	8. Amount or Number of Shares
Options <sup>(1)</sup>	\$ 21.275					<sup>(2)</sup> 02/24/2014	Humana Common	18,000
Options <sup>(1)</sup>	\$ 62.1					<sup>(3)</sup> 02/22/2014	Humana Common	4,605
Options <sup>(1)</sup>	\$ 69.475					<sup>(4)</sup> 02/21/2015	Humana Common	6,063
Options <sup>(1)</sup>	\$ 45.975					<sup>(5)</sup> 04/01/2015	Humana Common	17,673
Options <sup>(1)</sup>	\$ 41.83					<sup>(6)</sup> 02/19/2016	Humana Common	6,981
Options <sup>(1)</sup>	\$ 79.655					<sup>(7)</sup> 06/20/2019	Humana Common	5,411
Restricted Stock Units <sup>(8)</sup>	\$ 0.1667 <sup>(10)</sup>	02/18/2013		M	2,694	<sup>(11)</sup> <sup>(11)</sup>	Humana Common	0
Restricted Stock Units <sup>(8)</sup>	\$ 0.1667 <sup>(10)</sup>					<sup>(12)</sup> <sup>(12)</sup>	Humana Common	2,860
Restricted Stock Units <sup>(9)</sup>	\$ 0 <sup>(10)</sup>					<sup>(13)</sup> <sup>(13)</sup>	Humana Common	1,692
Restricted Stock Units <sup>(9)</sup>	\$ 0 <sup>(10)</sup>					<sup>(14)</sup> <sup>(14)</sup>	Humana Common	1,883

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Segment Pres., Employer Group	

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

## Signatures

Elizabeth D. 02/20/2013  
Bierbower

        \*\*Signature of Reporting                  Date  
                Person

## 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) Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
- (9) Right to receive one share per restricted stock unit pursuant to the Company's 2011 Stock Incentive Plan.
- (10) 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).
- (11) Restricted stock units granted to reporting person on 2/18/10, 100% of the award is vesting on 2/18/13.
- (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.

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