

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>Huval Timothy S.</u> (Last) (First) (Middle) <u>HUMANA INC.</u> <u>500 WEST MAIN STREET</u> (Street) <u>LOUISVILLE KY 40202</u> (City) (State) (Zip)			<u>HUMANA INC [HUM]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/18/2014</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)		Director 10% Owner Officer (give title below) Other (specify below) <u>Senior VP & Chief HR Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Humana Common								0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options ⁽¹⁾	\$72.84					(3)	02/20/2020	Humana Common	14,041		14,041	D	
Options ⁽²⁾	\$102.155	02/18/2014		A	15,086	(4)	02/18/2021	Humana Common	15,086	\$0	15,086	D	
Restricted Stock Units ⁽⁵⁾	(5)					(5)	(5)	Humana Common	21,709		21,709	D	
Restricted Stock Units ⁽⁵⁾	(5)					(6)	(6)	Humana Common	4,633		4,633	D	
Restricted Stock Units ⁽⁷⁾	(7)	02/18/2014		A	3,304	(7)	(7)	Humana Common	3,304	\$0	3,304	D	

Explanation of Responses:

- Right to buy pursuant to the Company's 2003 Stock Incentive Plan.
- Right to buy pursuant to the Company's 2011 Stock Incentive Plan.
- 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.
- Incentive and Non-Qualified stock options granted to reporting person on 02/18/14, vesting in three increments from 02/18/15 to 02/18/17.
- 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) under the Company's 2011 Stock Incentive Plan. 100% of the award is vesting on 01/02/16.
- 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) under the Company's 2011 Stock Incentive Plan. 100% of the award is vesting on 02/20/16.
- 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) under the Company's 2011 Stock Incentive Plan. 100% of the award is vesting on 02/18/17.

Remarks:

Timothy S. Huval

02/19/2014

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.