FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL | | | | | | | |
|--------------------------|-----|--|--|--|--|--|--|
| OMB Number: 3235-0 | | | | | | | |
| Estimated average burden | | | | | | | |
| hours per response: | 0.5 | | | | | | |

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

| Name and Address of Reporting Person* | | | | 2 100 | 2. Issuer Name and Ticker or Trading Symbol | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | | | |
|--|------------------------|--|----------|--------------------------------|--|--------------|---|------------------|----------------------|--------------|--------------------------------|---|--------------------------------|--|------------------------|--|------------|----------------------------|---------------------------|--|
| | | | | | HUMANA INC [HUM] | | | | | | | | | (Check all applicable) | | | | | | |
| BEVERIDGE, ROY A | | | | 110 | TIOMANA INC [HUM] | | | | | | | | | Director | | | 10% O | wner | | |
| | | | | | | | | Tran | saction (Mo | nth/D | ay/Yea | r) | | | Office | r (give title | | Other (| specify | |
| (Last) | (I | irst) | (Middle) | | 02/1 | 8/20 |)14 | | | | | | | _ ^ | below | ') | | below) | | |
| HUMAN | NA INC. | | | | | | | | | | | | | | Sr. V | P & Chief | Med | dical Offic | er | |
| 500 WE | ST MAIN | STREET | | | 4 If Δ | men | dment | Data | of Original | Filad (| (Month/l | Day/Year | ١ | 6 Inc | dividual o | r Joint/Group | n Filir | na (Check A | nnlicable | |
| | | | | | . " / | inch | ument, | Date | or Original | i iicu (| (IVIOTILITY) | Day/ I cai | , | Line) | | 301117 0104 | 9 1 1111 | ig (Officer / | рріїсавіс | |
| (Street) | Street) | | | | | | | | | | | | | | | X Form filed by One Reporting Person | | | | |
| LOUISV | TLLE K | Y | 40202 | | | | | | | | | | | | Form | filed by Mor | e tha | ın One Rep | orting | |
| | | | | | | | | | | | | | | | Perso | n | | | | |
| (City) | (5 | State) | (Zip) | | | | | | | | | | | | | | | | | |
| (- 3) | | | | | | | | | | | | | | | | | | | | |
| | | Tab | le I - N | on-Deriv | ative S | Sec | urities | Ac | quired, [| Dispo | osed c | of, or B | enefi | iciall | y Owne | d | | | | |
| 1. Title of Security (Instr. 3) 2. Transact Date (Month/Day | | | | | ction | | Deemed | | | | | rities Acc | | | 5. Amo | | | wnership | 7. Nature | |
| | | | | | ay/Year) | Exe if an | ecution Date, ny | | Transact Code (In | | Disposed Of (D) (Instr. and 5) | | | 3, 4 Secur Benef | | | Fori | m: Direct or | of Indirect Beneficial | |
| | | | | , | , , | | onth/Day/Year) | | | | , | | | Owne | | | Ìndi | ndirect (I) Instr. 4) | Ownership (Instr. 4) | |
| | | | | | | | | | | | | (A) | or | | Follow Report | ed | (ins | tr. 4) | (Instr. 4) | |
| | | | | | | | | | Code | v | Amoun | t (D) | | Price | | ction(s) 3 and 4) | | | | |
| H. C. | | | | | | | | + | \dashv | | | | | 0 | | | D | | | |
| Humana Common | | | | | | | | | | | | | | U | | Ъ | | | | |
| | | Т | able II | | | | | | uired, Dis | | | | | | Owned | | | | | |
| | | | | (e.g., p | uts, ca | IIIS, | warra | ints | , options | , coi | nverti | ble sec | uritie | es) | | | | | | |
| 1. Title of Derivative | 2. Conversion | 3. Transaction Date | | BA. Deemed 4 Execution Date. T | | tion | | | 6. Date Exercis | | | | | | . Price | 9. Number of derivative | of | 10. Ownership | 11. Nature of Indirect | |
| Security | or Exercise | | if any | , | Code (In | | str. Derivative | | (Month/Day | | , | Securities | | De | Derivative Security | Securities | | Form: | Beneficial | |
| (Instr. 3) | Price of Derivative | rice of erivative ecurity (Month/Day/Year) 8) Securities Acquired (A) or | | | | | | | | | Underlying Derivative | | | | Beneficially Owned | | Direct (D) | | | |
| | Security | | | | | | | | | | | | | | | l Owned | - 1 | or indirect | Ownership | |
| | | | | | | | (A) or | ed | | | | Derivativ Security | re | - (| Instr. 5) | Following | | or Indirect (I) (Instr. | Ownership (Instr. 4) | |
| | | 1 | | | | | | ed | | | | Derivativ | re | - (| | | n(s) | | | |
| | | | | | | | (A) or Dispos of (D) (Instr. 3 | ed ed | | | | Derivativ Security | re | - (| | Following Reported | n(s) | (I) (Instr. | | |
| | | | | | | | (A) or Dispos of (D) | ed ed | | | | Derivativ Security | re (Instr. | . 3 | | Following Reported Transaction | n(s) | (I) (Instr. | | |
| | | | | | | | (A) or Dispos of (D) (Instr. 3 | ed ed | | | | Derivativ Security | Amo | unt (| | Following Reported Transaction | n(s) | (I) (Instr. | | |
| | | | | , | | | (A) or Dispos of (D) (Instr. 3 and 5) | ed ed 3, 4 | Date | | iration | Derivativ Security | (Instr. | unt (| | Following Reported Transaction | n(s) | (I) (Instr. | | |
| | | | | | Code | v | (A) or Dispos of (D) (Instr. 3 | ed ed 3, 4 | Date Exercisable | | iration | Derivativ Security | Amo or Num | unt ber | | Following Reported Transaction | n(s) | (I) (Instr. | | |
| Options ⁽¹⁾ | \$81.795 | | | | Code | v | (A) or Dispos of (D) (Instr. 3 and 5) | ed ed 3, 4 | | Date | iration | Derivative Security and 4) Title | Amo or Num of | unt ber | | Following Reported Transaction | n(s) | (I) (Instr. | | |
| | | | | | | v | (A) or Dispos of (D) (Instr. 3 and 5) | ed ed 3, 4 | (2) | 06/1 | iration e | Derivativ Security and 4) Title Humana Common | Amo or Num of Shar | ount liber less | Instr. 5) | Following Reported Transaction (Instr. 4) | n(s) | (I) (Instr. 4) | | |
| Options ⁽¹⁾ | \$81.795 \$102.155 | 02/18/2014 | | | Code | v | (A) or Dispos of (D) (Instr. 3 and 5) | ed ed 3, 4 | Exercisable | 06/1 | iration e | Derivative Security and 4) Title | Amo or Num of Shar | ount liber less | | Following Reported Transaction (Instr. 4) | n(s) | (I) (Instr. 4) | | |
| Options ⁽¹⁾ Restricted | \$102.155 | 02/18/2014 | | | | v | (A) or Dispos of (D) (Instr. 3 and 5) | ed ed 3, 4 | (2) | 06/1 02/1 | 17/2020 18/2021 | Derivative Security and 4) Title Humana Common Humana Common | Amoor Num of Shar 24,0 | ount liber les 1981 | Instr. 5) | Following Reported Transaction (Instr. 4) | n(s) | (I) (Instr. 4) | | |
| Options ⁽¹⁾ Restricted Stock | | 02/18/2014 | | | | v | (A) or Dispos of (D) (Instr. 3 and 5) | ed ed 3, 4 | (2) | 06/1 02/1 | iration e | Derivative Security and 4) Title Humana Common | Amo or Num of Shar | ount liber les 1981 | Instr. 5) | Following Reported Transaction (Instr. 4) | n(s) | (I) (Instr. 4) | | |
| Options ⁽¹⁾ Restricted Stock Units ⁽⁴⁾ | \$102.155 | 02/18/2014 | | | | v | (A) or Dispos of (D) (Instr. 3 and 5) | ed ed 3, 4 | (2) | 06/1 02/1 | 17/2020 18/2021 | Derivative Security and 4) Title Humana Common Humana Humana | Amoor Num of Shar 24,0 | ount liber less 1881 | Instr. 5) | Following Reported Transaction (Instr. 4) | n(s) | (I) (Instr. 4) | | |
| Options ⁽¹⁾ Restricted Stock | \$102.155 | 02/18/2014 | | | | v | (A) or Dispos of (D) (Instr. 3 and 5) | ed ed 3, 4 | (2) | 06/1 02/1 | 17/2020 18/2021 | Derivative Security and 4) Title Humana Common Humana Humana | Amoor Num of Shar 24,0 | 3 (unt ber es)81 ()86 (47 | Instr. 5) | Following Reported Transaction (Instr. 4) | n(s) | (I) (Instr. 4) | | |

Explanation of Responses:

- 1. Right to buy pursuant to Humana Inc.'s 2011 Stock Incentive Plan.
- 2. Incentive and Non-Qualified stock options granted to reporting person on 06/17/13, vesting in three increments from 06/17/14 to 06/17/16.
- 3. 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.
- 4. 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 Plan. 100% of the award will vest on 06/17/2016.
- 5. 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 Plan. 100% of the award will vest on 02/18/2017.

Remarks:

Roy A. Beveridge

02/19/2014

** Signature of Reporting Person

on 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 I | Number. |
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