

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)	
Christopher M Todoroff			HUMANA INC [HUM]		Director 10% Owner	
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)		X Officer (give title below) Other (specify below)	
HUMANA INC.			03/18/2014		Sr. VP and General Counsel	
500 WEST MAIN STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(Street)					X Form filed by One Reporting Person	
LOUISVILLE KY 40202					Form filed by More than One Reporting Person	
(City) (State) (Zip)						

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	03/18/2014		M		7,589	A	\$61.18	27,115	D	
Humana Common	03/18/2014		F		890	D	\$112.56	26,225	D	
Humana Common	03/18/2014		S		8,000	D	\$113.2	18,225	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options	\$46.4							(13)	02/18/2017	Humana Common	0 ⁽¹³⁾		0 ⁽¹³⁾	D	
Options ⁽¹⁾	\$61.18	03/18/2014		M			7,589	(3)	02/17/2018	Humana Common	7,589	\$0	0	D	
Options ⁽¹⁾	\$88.6475							(4)	02/23/2019	Humana Common	24,374		24,374	D	
Options ⁽¹⁾	\$72.84							(5)	02/20/2020	Humana Common	14,041		14,041	D	
Options ⁽²⁾	\$102.155							(6)	02/18/2021	Humana Common	15,086		15,086	D	
Restricted Stock Units ⁽⁷⁾	(9)							(10)	(10)	Humana Common	4,738		4,738	D	
Restricted Stock Units ⁽⁸⁾	(9)							(11)	(11)	Humana Common	4,633		4,633	D	
Restricted Stock Units ⁽⁸⁾	(9)							(12)	(12)	Humana Common	3,304		3,304	D	

Explanation of Responses:

1. Right to buy pursuant to the Company's 2003 Stock Incentive Plan.

2. Right to buy pursuant to the Company's 2011 Stock Incentive Plan.
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 2/17/12 to 2/17/14.
4. 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 2/23/13 to 2/23/15.
5. 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.
6. 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.
7. Right to receive one share per restricted stock unit pursuant to the Company's 2003 Stock Incentive Plan.
8. Right to receive one share per restricted stock unit pursuant to the Company's 2011 Stock Incentive Plan.
9. 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).
10. Restricted stock units granted to reporting person on 02/23/12, 100% of the award is vesting on 02/23/15.
11. Restricted stock units granted to reporting person on 02/20/13, 100% of the award is vesting on 02/20/16.
12. Restricted stock units granted to reporting person on 02/18/14, 100% of the award is vesting on 02/18/17.
13. 11,694 Options reported on 02/19/2014 with exercise price of \$46.40, were inadvertently carried forward from the Form 4 filed 07/31/2013, despite having been fully exercised as of the 07/31/2013 filing. This Option balance has been removed and is properly reflected as of this filing.

Remarks:

Christopher M. Todoroff 03/19/2014

** 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.