

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 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

1. Name and Address of Reporting Person* <u>BROUSSARD BRUCE D</u> (Last) (First) (Middle) <u>HUMANA INC.</u> <u>500 WEST MAIN STREET</u> (Street) <u>LOUISVILLE KY 40202</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HUMANA INC [HUM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President & CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/13/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	03/13/2014		M		107,534	A	\$88.6836	151,610	D	
Humana Common	03/13/2014		M		17,334	A	\$72.84	168,944	D	
Humana Common	03/13/2014		S		109,000	D	\$109.8446 ⁽¹⁰⁾	59,944	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		Date Exercisable	Expiration Date					
Options ⁽¹⁾	\$88.6836	03/13/2014		M		107,534	(3)	12/01/2018	Humana Common 107,534	\$0	0	D	
Options ⁽¹⁾	\$72.84	03/13/2014		M		17,334	(4)	02/20/2020	Humana Common 17,334	\$0	34,669	D	
Options ⁽²⁾	\$102.155						(5)	02/18/2021	Humana Common 75,429		75,429	D	
Restricted Stock Units ⁽⁶⁾	(7)						(8)	(8)	Humana Common 17,161		17,161	D	
Restricted Stock Units ⁽⁶⁾	(7)						(9)	(9)	Humana Common 16,519		16,519	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.
- 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 two increments from 12/01/12 to 12/01/13.
- 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
- Right to receive one share per restricted stock unit pursuant to the Company's 2011 Stock Incentive Plan.
- 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).
- Restricted stock units granted to Reporting Person on 02/20/2013, 100% of the award is vesting on 02/20/16.
- Restricted stock units granted to Reporting Person on 02/18/2014, 100% of the award is vesting on 02/18/17.

10. Sold at prices ranging from \$109.4743 to \$110.1000.

Remarks:

Bruce D. Broussard

03/14/2014

** 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.

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