

HUMANA INC
Form 144
August 15, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 144

OMB APPROVAL
OMB
Number: 3235-0101
Expires: February 28, 2014
Estimated average burden hours per response. 1.00
SEC USE ONLY
DOCUMENT SEQUENCE NO.
CUSIP NUMBER

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

| | | | |
|--|----------------------------|------------------------------------|---------------------------|
| 1 (a) NAME OF ISSUER (Please type or print) | (b) IRS IDENT. NO. | (c) S.E.C. WORK LOCATION FILE NO. | (e) TELEPHONE AREA NUMBER |
| Humana Inc. | 61-0647538 | NO. 1-5975 | 580-1000 502 |
| 1 (d) ADDRESS OF ISSUER | STREET CITY STATE ZIP CODE | | NUMBER |
| 500 West Main Street | Louisville KY | | 40202 |
| 2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD | (b) RELATIONSHIP TO ISSUER | ADDRESS STREET CITY STATE ZIP CODE | |
| Michael B. McCallister | Chairman of the Board | 500 W. Main Street Louisville KY | 40202 |

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. identification Number and the S.E.C. File Number

| 3 (a) Title of the Class of Securities To Be Sold | (b) Name and Address of Each Broker Through Whom the Securities Are To Be Offered or Each Market Maker who is Acquiring the Securities | SEC USE ONLY (c) Broker-Dealer File Number | (d) Number of Shares or Other Units To Be Sold (See Instr. 3 (c)) | (e) Aggregate Market Value (See Instr. 3 (d)) | (f) Number of Shares or Other Units Outstanding (See Instr. 3 (e)) | (g) Approximate Date of Sale (MO. DAY YR.) | Name of Each Securities Exchange (See instr. 3 g)) |
|---|--|--|---|---|--|--|--|
| Common | Goldman Sachs & Co. 3414 Peachtree Rd. Suite 600 Atlanta, GA 30326 | | 138,817 | \$12,916,528 based on FMV on 6/30/2013 | 63,120 as of 6/30/2013 | August 15, 2013 | NYSE |

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INSTRUCTIONS:

1. (a) Name of Issuer
- (b) Issuer's I.R.S. Identification Number
- (c) Issuer's S.E.C. file number, if any
- (d) Issuer's address, including zip code
- (e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
- (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
- (c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
- (b) Name and Address of each broker through whom the securities are intended to be sold
- (c) Number of shares or other units to be sold (if debt securities, give the aggregate principal amount)
- (d) Aggregate market value of the securities to be sold as of a specified date with respect to which the issuer has filed the most recent report or statement published by the issuer
- (e) Number of shares or other units of the class outstanding, or if debt securities, the aggregate principal amount of the class outstanding, as of the most recent report or statement published by the issuer
- (f) Approximate date on which the securities are to be sold
- (g) Name of each securities exchange, if any, on which the securities are intended to be sold

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1147 (08-07)

TABLE I - SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor.

| Title of the Class | Date you Acquired | Nature of Acquisition Transaction | Name of the Person from Whom Acquired (if gift, also give date donor acquired) | Amount of Securities Acquired | Date of Payment | Nature of Payment |
|--------------------|-------------------|-----------------------------------|--|-------------------------------|-----------------|-------------------|
| Common | 08/15/2013 | Stock Option Exercise | Issuer | 138,187 | 08/15/2013 | Cash |

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS (1)

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|----------------------------|--------------------------|--------------|---------------------------|----------------|
| None | | | | |

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to operations of the issuer of the securities to be sold which has sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the issuer of the securities to be sold which has not been publicly disclosed. If each person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

August 15, 2013
DATE OF NOTICE

/s/ Michael B. McCallister
(SIGNATURE)

DATE OF PLAN OR GIVING OF INSTRUCTION,

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IF RELYING ON RULE 10B5-1

This notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.

Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

SEC 1147 (02-08)