

HIPWELL ARTHUR P
Form 4
December 29, 2004

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HIPWELL ARTHUR P

(Last) (First) (Middle)

HUMANA INC., 500 WEST MAIN STREET

(Street)

LOUISVILLE, KY 40202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HUMANA INC [HUM]

3. Date of Earliest Transaction (Month/Day/Year)
12/27/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

Sr VP & General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
___ 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 or Price		
Humana Common (1)	12/27/2004		G		2,000 D \$ 0	94,539	D
Humana Common (1)	12/28/2004		G		1,575 D \$ 0	92,964	D
Humana Common (1)	12/28/2004		M		104,198 A \$ 0 (3)	197,162	D
Humana Common	12/28/2004		F		19,568 D \$ 29.48	177,594	D

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<u>(1)</u>	Humana Common	12/28/2004	F	47,926	D	\$ 29.355	129,668	D	
<u>(1)</u>	Humana Common	12/27/2004	G	1,050	A	\$ 0	1,350	I	See Footnote <u>(2)</u>
<u>(1)</u>	Humana Common						18,696	I	See Footnote <u>(4)</u>

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
<u>(5)</u> Options	\$ 15.5938	12/28/2004		M	68,800	<u>(6)</u>	<u>(6)</u>	Humana Common <u>(1)</u>	68,800
<u>(5)</u> Options	\$ 15.5938					<u>(7)</u>	01/15/2008	Humana Common <u>(1)</u>	4,316
<u>(5)</u> Options	\$ 9.5938	12/28/2004		M	18,731	<u>(8)</u>	09/09/2009	Humana Common <u>(1)</u>	18,731
<u>(5)</u> Options	\$ 12.995					<u>(9)</u>	03/13/2012	Humana Common <u>(1)</u>	45,000
<u>(5)</u> Options	\$ 9.26	12/28/2004		M	16,667	<u>(10)</u>	03/13/2013	Humana Common <u>(1)</u>	16,667

Options (11)	\$ 21.275	(12)	02/24/2014	Humana Common (1)	60,000
Phantom Stock Units	(13)	(13)	(13)	Humana Common (1)	9,498

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HIPWELL ARTHUR P HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202			Sr VP & General Counsel	

Signatures

Arthur P.
Hipwell
12/28/2004

Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Each share of Common Stock contains a Right adopted on March 5, 1987, pursuant to the Company Rights Agreement, as amended and restated on February 14, 1996, and amended as of May 27, 1998 and March 1, 1999, which entitles holders of the Company's Common Stock, in the event certain specified events occur, to acquire 1/100 of a share of Series A Participating Preferred Stock at a price of \$145 per fractional share.
- (2) Shares held on behalf of minor children.
- (3) Shares acquired by reporting person through exercises as follows: 68,800 options at \$15.5938; 18,731 options at \$9.5938; and 16,667 options at \$9.26.
- (4) Shares held for the benefit of reporting person as of November 30, 2004 under the Humana Retirement & Savings Plan including a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, both exempt under Rule 16b-3(c).
- (5) Right to buy pursuant to the Company's 1996 Stock Incentive Plan for Employees.
- (6) Non-Qualified stock options granted to reporting person on 9/17/98, fully vested on 9/1/99 with 68,800 options expiring on 1/12/05, 36,680 options expiring on 1/9/2007 and 21,784 options expiring on 1/15/2008.
- (7) Incentive stock options granted to reporting person on 9/17/98 and fully vested on 9/1/99.
- (8) Incentive and Non-Qualified stock options granted to reporting person on 9/9/99 and fully vested on 9/9/02.
- (9) Incentive and Non-Qualified stock options granted to reporting person on 3/13/02, vesting in three increments each from 3/13/03 to 3/13/05.
- (10) Incentive and Non-Qualified stock options granted to reporting person on 3/13/03, NQ options vesting in three increments from 3/13/04 to 3/13/06, and ISO's vesting on 3/13/06.
- (11) Right to buy pursuant to the Company's 2003 Stock Incentive Plan.
- (12) Incentive and Non-Qualified stock options granted to reporting person on 2/24/04, NQ options vesting in three increments from 2/24/05 to 2/24/07, and ISO's vesting on 2/24/07.

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- (13) Phantom Stock Units held for the benefit of reporting person as of November 30, 2004 based on the value of Humana common stock on a 1-for-1 basis, under the Humana Excess Plan exempt under Rule 16b-3(c and d).

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