

HUMANA INC
Form 4
January 05, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
JONES DAVID A JR/KY

(Last) (First) (Middle)

CHRYSALIS VENTURES,
INC., 101 S. FIFTH STREET,
SUITE 1650

(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)
01/03/2005

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Humana Common (1) | 01/03/2005 | | M | | \$ 5,000 22.4375 | 250,378 | D |
| Humana Common (1) | 01/03/2005 | | A(2) | | \$ 3,400 29.415 | 253,778 | D |
| Humana Common (1) | | | | | | 72 | I See Footnote (3) |
| Humana | | | | | | 1,300 | I See |

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| | | | | | | |
|--------------------------------|--|--|--|-------|---|-------------------------------|
| Common <u>(1)</u> | | | | | | Footnote <u>(4)</u> |
| Humana Common <u>(1)</u> | | | | 1,300 | I | See Footnote <u>(5)</u> |
| Humana Common <u>(1)</u> | | | | 300 | I | See Footnote <u>(6)</u> |

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

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SEC 1474
(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 | Amount or Number of Shares |
| <u>Options (7)</u> | \$ 22.4375 | 01/03/2005 | | M | 5,000 | 01/03/1996 | 01/03/2005 | Humana Common <u>(1)</u> | 5,000 |
| <u>Options (7)</u> | \$ 26.9375 | | | | | 01/02/1997 | 01/02/2006 | Humana Common <u>(1)</u> | 5,000 |
| <u>Options (8)</u> | \$ 19.3125 | | | | | 11/14/1999 | 11/14/2006 | Humana Common <u>(1)</u> | 85,000 |
| <u>Options (7)</u> | \$ 18.9375 | | | | | 01/02/1998 | 01/02/2007 | Humana Common <u>(1)</u> | 5,000 |
| <u>Options (8)</u> | \$ 21.9375 | | | | | 03/25/2000 | 03/25/2007 | Humana Common <u>(1)</u> | 40,000 |
| <u>Options (7)</u> | \$ 21.25 | | | | | 01/02/1999 | 01/02/2008 | Humana Common | 5,000 |

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- 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.
- (1) Award of stock pursuant to Humana Inc's 2003 Stock Incentive Plan in lieu of director fees exempt under 16(b)-3(d)(1).
 - (2) Reporting person indirectly owns 72 shares held by spouse.
 - (3) Reporting person indirectly owns 1,300 shares held by spouse as custodian for son.
 - (4) Reporting person indirectly owns 1,300 shares held by spouse as custodian for daughter.
 - (5) Reporting person indirectly owns 300 shares held in an Individual Retirement Account.
 - (6) Right to buy pursuant to Humana Inc.'s 1989 Stock Option Plan for Non-Employee Directors.
 - (7) Right to buy pursuant to Humana Inc.'s 1996 Incentive Stock Option Plan.
 - (8) Right to buy pursuant to Humana Inc.'s 2003 Stock Incentive Plan.

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.