#### Edgar Filing: HUMANA INC - Form 4

HUMANA INC Form 4 February 27, 2008 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations <i>See</i> Instruction 1(b). (Print or Type Response).									
1. Name and Address of Reporting F LISTON THOMAS J	uer Name <b>and</b> Ticker or Trading 1 ANA INC [HUM]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (M HUMANA INC., 500 WEST STREET	(Month/I	<ul> <li>3. Date of Earliest Transaction (Month/Day/Year)</li> <li>N 02/25/2008</li> </ul>				Director 10% Owner X Officer (give title Other (specify below) below) Sr VP-Strategy & Corp Dev			
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
LOUISVILLE, KY 40202 — Form filed by More than One Reporting Person							porung		
(City) (State) (	(Zip) Tab	le I - Non-E	Derivative	Secur	rities Acqu	iired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8) Code V	(Instr. 3,	(A) or	d of (D) 5) Price	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)	
Common 02/25/2008		F	926	D	\$ 69.335	44,878	D (15)		
Humana Common						9,694	I	See Footnote	

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

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## 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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price Deriva Securit (Instr. :
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options $(2)$	\$ 15.5938					(3)	09/17/2008	Humana Common	6,090	
Options $(2)$	\$ 19.25					<u>(4)</u>	01/15/2009	Humana Common	20,000	
Options $(2)$	\$ 9.5938					(5)	09/09/2009	Humana Common	10,000	
Options $(2)$	\$ 7.0938					(6)	07/13/2010	Humana Common	38,600	
Options $(9)$	\$ 32.7					(11)	02/24/2012	Humana Common	17,900	
Options $(2)$	\$ 12.995					(7)	03/13/2012	Humana Common	10,000	
Options $(2)$	\$ 9.26					(8)	03/13/2013	Humana Common	10,000	
Options	\$ 21.275					(10)	02/24/2014	Humana Common	10,000	
Options	\$ 53.96					(12)	02/23/2013	Humana Common	8,564	
Options (9)	\$ 62.1					(13)	02/22/2014	Humana Common	4,866	
Options $(9)$	\$ 69.475					(14)	02/21/2015	Humana Common	6,269	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
			Sr VP-Strategy & Corp Dev			

LISTON THOMAS J HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202

### Signatures

Thomas J.

Liston

02/26/2008

\*\*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) Shares held for the benefit of reporting person as of January 31, 2008 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).
- (2) Right to buy pursuant to the Company's 1996 Stock Incentive Plan for Employees.
- (3) Non-Qualified stock options granted to reporting person on 9/17/98 vesting on 9/17/99.
- (4) Non-Qualified stock options granted to reporting person on 1/15/99 vesting in three increments from 1/15/00 to 1/15/02.
- (5) Non-Qualified stock options granted to reporting person on 9/9/99, vesting in three increments from 9/9/00 and 9/9/02.
- (6) Incentive and Non-Qualified stock options granted to reporting person on 7/13/00 vesting in three increments each from 7/13/01 to 7/13/03.
- (7) Incentive and Non-Qualified stock options granted to reporting person on 3/13/02, NQ options vesting on 3/13/03, and ISO's vesting in two increments on 3/13/04 and 3/13/05.
- (8) Incentive stock options granted to reporting person on 3/13/03 vesting in three increments from 3/13/04 to 3/13/06.
- (9) Right to buy pursuant to the Company's 2003 Stock Incentive Plan.
- (10) Incentive and Non-Qualified stock options granted to reporting person on 2/24/04, NQ vesting in two increments on 2/24/05 and 2/24/06, and ISO's vesting in three increments from 2/24/05 to 2/24/07.
- (11) Incentive and Non-Qualified stock options granted to reporting person on 2/24/05, NQ options vesting in three increments from 2/24/06 to 2/24/08, and ISO's vesting in two increments on 2/24/07 and 2/24/08.
- (12) Incentive and Non-Qualified stock options granted to reporting person on 2/23/06, NQ options vesting in three increments from 2/23/07 to 2/23/09, and ISO's vesting on 2/23/09.
- (13) Incentive and Non-Qualified stock options granted to reporting person on 2/22/07, NQ options vesting in three increments from 2/22/08 to 2/22/10, and ISO's vesting on 2/22/10.
- (14) Incentive and Non-Qualified stock options granted to reporting person on 2/21/08, NQ options vesting in three increments from 2/21/09 to 2/21/11, and ISO's vesting on 2/21/11.
- (15) A Form 4 dated 2/21/08 was inadvertently filed twice on 2/25/08.

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.