## Edgar Filing: GOODMAN BRUCE J - Form 4

GOODMAN	BRUCE J										
Form 4	~										
June 27, 2008											
FORM			CECUD	TTIEC A				COMMERION		PPROVAL	
Washington, D.C. 20549								OMB Number:	3235-0287		
Check this if no long	or				Expires:	January 31, 2005					
subject to Section 10	<b>SIAIE</b> N 6.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF									
Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	Filed pur s Section 17(	SECURITIES burden hours per response   0. 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 R	lesponses)										
GOODMAN BRUCE J Symb			Symbol	Name and		Tradin	ıg	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N	Aiddle)	3. Date of Earliest Transaction					(Check all applicable)			
(Month				onth/Day/Year) /27/2008				Director 10% Owner X Officer (give title Other (specify below) below) Sr VP & Chief Serv. & Info. Of			
	(Street) 4. If Amer Filed(Mont				-			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
LOUISVILL	le, KY 40202							Form filed by N Form filed by N Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ities Acc	quired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	any		med on Date, if Day/Year)	3.4. Securities AcquiredTransaction(A) or Disposed ofCode(D)(Instr. 8)(Instr. 3, 4 and 5)			SecuritiesIBeneficially(OwnedI	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	Transaction(s) (Instr. 3 and 4)			
Humana Common	06/27/2008			М	4,000	А	\$ 32.7	45,378	D		
Humana Common								128	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. 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. l De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options $(2)$	\$ 32.7	06/27/2008		М	4,000	<u>(4)</u>	02/24/2012	Humana Common	4,000	9
Options $(3)$	\$ 53.96					(5)	02/23/2013	Humana Common	47,655	
Options $(3)$	\$ 62.1					(6)	02/22/2014	Humana Common	38,062	
Options $(3)$	\$ 69.475					(7)	02/21/2015	Humana Common	41,036	

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
GOODMAN BRUCE J HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202			Sr VP & Chief Serv. & Info. Of				
Cianaturaa							

## Signatures

Reporting Person

Bruce J. Goodman 06/27/2008 \*\*Signature of

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). \*\*
- Stock units held for the benefit of reporting person as of May 31, 2008 under the Humana Retirement & Savings Plan including a routine (1) disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, both exempt under Rule 16b-3(c).
- Right to buy pursuant to the Company's 1996 Stock Incentive Plan for Employees. (2)
- (3) Right to buy pursuant to the Company's 2003 Stock Incentive Plan.

(4)

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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 on 2/24/08.

- (5) 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.
- (6) 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.
- (7) 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.

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.