HUMANA INC Form 4 April 03, 2008

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LISTON THOMAS J	2. Issuer Name and Ticker or Trading Symbol HUMANA INC [HUM]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)		
HUMANA INC., 500 WEST MAIN STREET	(Month/Day/Year) 04/01/2008	Director 10% Owner X Officer (give title Other (specify below)		
(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		

(City)	(State)	Zip) Table	e I - Non-D	erivative Se	ecurities Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)		(A) or of (D)	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)
Humana Common						44,878	D	
Humana Common						9,875	I	See Footnote (1)

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

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SEC 1474

(9-02)

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$\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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)	Securitie Acquired or Dispos (D)	ecurities (Month/Day/Y cquired (A) r Disposed of D) nstr. 3, 4,		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 II S (
				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						<u>(6)</u>	07/13/2010	Humana Common	38,600	
Options (9)	\$ 32.7						(11)	02/24/2012	Humana Common	17,900	
Options (2)	\$ 12.995						<u>(7)</u>	03/13/2012	Humana Common	10,000	
Options (2)	\$ 9.26						(8)	03/13/2013	Humana Common	10,000	
Options (9)	\$ 21.275						(10)	02/24/2014	Humana Common	10,000	
Options (9)	\$ 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	
Options (9)	\$ 45.975	04/01/2008		M	17,993		<u>(15)</u>	04/01/2015	Humana Common	17,993	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
			Ca VD Charter or & Com Day			

Sr VP-Strategy & Corp Dev

Reporting Owners 2

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

Signatures

Thomas J. 04/01/2008 Liston

**Signature of
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** 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 March 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 to 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.
- Incentive and Non-Qualified stock options granted to reporting person on 4/1/08, NQ options vesting in three increments from 4/1/11 to 4/1/13, and ISO's vesting in two increments on 4/1/12 and 4/1/13.

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.

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