HUMANA INC Form 4 January 03, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

SECURITIES

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * JONES DAVID A JR/KY

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Middle)

HUMANA INC [HUM]

3. Date of Earliest Transaction (Month/Day/Year) 01/02/2008

(Check all applicable) _X__ Director

10% Owner Officer (give title Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

(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 Form filed by More than One Reporting

LOUISVILLE, KY 40202

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquir	red, 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. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3,	ed of	` '	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	01/02/2008		M	5,000	A	\$ 21.25	341,700	D	
Humana Common	01/02/2008		M	40,000	A	\$ 20.1563	381,700	D	
Humana Common	01/02/2008		F	12,090	D	\$ 75.47	369,610	D	
Humana Common	01/02/2008		A(1)	1,607	A	\$ 77.825	371,217	D	
Humana Common							72	I	See Footnote

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			(2)
Humana Common	1,300	I	See Footnote (3)
Humana Common	1,300	I	See Footnote
Humana Common	300	I	See Footnote (5)

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date (Month/Day/Year) (A) ed of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (6)	\$ 21.25	01/02/2008		M		5,000	01/02/1999	01/02/2008	Humana Common	5,000
Options (7)	\$ 20.1563	01/02/2008		M		40,000	01/15/2001	01/15/2008	Humana Common	40,000
Options (6)	\$ 18.7813						01/04/2000	01/04/2009	Humana Common	5,000
Options (6)	\$ 19.25						01/15/2002	01/15/2009	Humana Common	40,000
Options (6)	\$ 7.875						01/03/2001	01/03/2010	Humana Common	5,000
Options (7)	\$ 14.7813						01/02/2002	01/02/2011	Humana Common	5,000
Options (7)	\$ 11.55						01/02/2003	01/02/2012	Humana Common	5,000

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Options (7)	\$ 10.19	01/02/2004	01/02/2013	Humana Common	5,000
Options (8)	\$ 23.05	01/02/2005	01/02/2014	Humana Common	2,500

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

JONES DAVID A JR/KY CHRYSALIS VENTURES, INC. 101 S. FIFTH STREET, SUITE 1650 LOUISVILLE, KY 40202

X

Signatures

David A. Jones, Jr.

01/03/2008

**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) 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.

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