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McDonald Willia	ım J.										
Form 4											
March 10, 2009											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL			
	Washington, D.C. 20549							OMB Number:	3235-0287		
Check this box if no longer									Expires:	January 31, 2005	
subject to	subject to STATEMENT OF CHANGES IN BENEF									Estimated average	
Section 16.								burden hou	rs per		
Form 4 or Form 5	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,							response	0.5		
obligations	-							f 1935 or Section	n		
may continue. <i>See</i> Instruction 1(b).				estment (
(Print or Type Respo	nses)										
1. Name and Address of Reporting Person <u>*</u> McDonald William J.			2. Issuer Name and Ticker or Trading Symbol HUMANA INC [HUM]					5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)								(Check all applicable)			
				Date of Earliest Transaction /onth/Day/Year)				_X_ Director	10%	Owner	
CAPITAL ONE ONE DRIVE	01/15/2009					Officer (give below)		er (specify			
(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									
MCLEAN, VA 2	22102							Form filed by N Person	Iore than One Re	eporting	
(City)	(State) (2	Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price				Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Humana Common					mount		Thee	0	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

and 5) Expiration Title Date Exercisable Date Code V (A) (D) Stock (1) (1) (1) Unit⁽¹⁾ Stock (2) (2) 192 (2)01/15/2009 Α Unit (2)**Reporting Owners** Relationships **Reporting Owner Name / Address** 10% Owner Officer Other Director Х

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4.

Code

(Instr. 8)

Transactionof

Derivative

Securities

Acquired

(A) or Disposed of (D) (Instr. 3, 4,

Execution Date, if

(Month/Day/Year)

5. Number 6. Date Exercisable and

Expiration Date

(Month/Day/Year)

7. Title and Amount of 8. Price

Amount

Number

of Shares

12,909

192

or

Derivativ

Security

(Instr. 5)

\$ 32.4

Underlying Securities

(Instr. 3 and 4)

Humana

Common

Humana

Common

3. Transaction Date 3A. Deemed

any

(Month/Day/Year)

McDonald William J. CAPITAL ONE **1680 CAPITAL ONE DRIVE MCLEAN, VA 22102**

Signatures

1. Title of

Security

(Instr. 3)

Derivative

2

Conversion

or Exercise

Derivative

Price of

Security

William J. 03/09/2009 **McDonald** **Signature of Date Reporting Person

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).
- Annual Director's fee payable in stock units, deferred at the election of the reporting person until his resignation of services as a director (1)at which time the stock units will be payable in Humana Inc. common stock on a 1-for-1 basis, exempt pursuant to Rule 16(b)-3(d)(1).

Director's cash fee elected to be converted into stock units, deferred at the election of the reporting person until his resignation of services

(2) as a director at which time the stock units will be payable in Humana Inc. common stock on a 1-for-1 basis, exempt pursuant to Rule 16(b)-3(d)(1).

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.