

HUMANA INC
Form 4
September 26, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 Responses)

1. Name and Address of Reporting Person *
MOYA STEVEN O

(Last) (First) (Middle)

HUMANA INC., 500 WEST MAIN STREET

(Street)

LOUISVILLE, KY 40202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HUMANA INC [HUM]

3. Date of Earliest Transaction (Month/Day/Year)
09/25/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP-Chief Marketing Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Humana Common | 09/25/2007 | | M | | 5,047 A \$ 21.275 | 34,018 | D |
| Humana Common | 09/25/2007 | | F | | 1,584 D \$ 67.76 | 32,434 | D |
| Humana Common | 09/25/2007 | | M | | 21,667 A \$ 32.7 | 54,101 | D |
| Humana Common | 09/25/2007 | | M | | 15,885 A \$ 53.96 | 69,986 | D |
| Humana Common | 09/25/2007 | | M | | 10,633 A \$ 21.275 | 80,619 | D |

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| | | | | | | | | |
|---------------|------------|---|--------|---|----------------------|--------|-------------------|---------------------|
| Humana Common | 09/25/2007 | S | 48,185 | D | \$ 0 ⁽¹⁰⁾ | 32,434 | D | |
| Humana Common | 09/26/2007 | M | 2,000 | A | \$ 21.275 | 34,434 | D | |
| Humana Common | 09/26/2007 | S | 2,000 | D | \$ 68.3 | 32,434 | D ⁽¹¹⁾ | |
| Humana Common | | | | | | 1,184 | I | HRSP ⁽¹⁾ |

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.

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(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. Transaction 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options ⁽⁵⁾ | \$ 32.7 | 09/25/2007 | | M | 21,667 | ⁽⁷⁾ 02/24/2012 | Humana Common | 21,667 |
| Options ⁽²⁾ | \$ 12.995 | | | | | ⁽³⁾ 03/13/2012 | Humana Common | 5,000 |
| Options ⁽²⁾ | \$ 9.26 | | | | | ⁽⁴⁾ 03/13/2013 | Humana Common | 13,782 |
| Options ⁽⁵⁾ | \$ 21.275 | 09/25/2007 | | M | 15,680 | ⁽⁶⁾ 02/24/2014 | Humana Common | 15,680 |
| Options ⁽⁵⁾ | \$ 21.275 | 09/26/2007 | | M | 2,000 | ⁽⁶⁾ 02/14/2014 | Humana Common | 2,000 |
| Options ⁽⁵⁾ | \$ 53.96 | 09/25/2007 | | M | 15,885 | ⁽⁸⁾ 02/23/2013 | Humana Common | 15,885 |
| Options ⁽⁵⁾ | \$ 62.1 | | | | | ⁽⁹⁾ 02/22/2014 | Humana Common | 38,062 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MOYA STEVEN O HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202 | | | Sr. VP-Chief Marketing Officer | |

Signatures

Steven O. Moya 09/26/2007

__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) Stock units held for reporting person's benefit as of August 31, 2007 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) Stock options granted to reporting person on 3/13/02 to vest as follows: 10,000 non-qualified stock options, one-half vesting on 3/13/03 and 3/13/04, respectively, and 5,000 incentive stock options to vest on 3/13/05.
- (4) Stock options granted to reporting person on 3/13/03 to vest as follows: 16,218 non-qualified stock options to vest in two increments - 10,000 on 3/13/04 and 6,218 on 3/13/05, and 13,782 incentive stock options to vest in two increments, 3,782 on 3/13/05 and 10,000 on 3/13/06.
- (5) Right to buy pursuant to the Company's 2003 Stock Incentive Plan.
- (6) Incentive and Non-Qualified stock options granted to reporting person on 2/24/04, NQ options vesting in three increments from 2/24/05 to 2/24/07, and ISOs vesting in two increments on 2/24/06 and 2/24/07.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) Total of 48,185 shares sold on 9/25/2007 in the following amounts: 17,000@\$68.00; 800@\$68.01; 600@\$68.02; 1,200@\$68.03; 100@\$68.04; 3,400@68.05; 2,300@\$68.06; 900@\$68.07; 6,700@\$68.08; 600@\$68.09; 200@\$68.10; 5,600@\$68.11; 1,800@\$68.12; 200@\$68.13; 300@\$68.14; 1,500@\$68.15; 400@\$68.16; 1,385@\$68.17; 500@\$68.18; 100@\$68.19; 200@\$68.20; 500@\$68.21; 100@\$68.22; 700@\$68.25; 700@\$68.26; 100@\$68.27; 100@\$68.34; 100@\$68.35 and 100@\$68.36
- (11) Shares held in a Trust Account

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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