

HUMANA INC
Form 4
January 02, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
JONES DAVID A JR/KY

(Last) (First) (Middle)

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

(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)
12/31/2008

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)

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)
				(A) or (D) Code V Amount (D) Price			
Humana Common					440,467	D	
Humana Common					72	I	See Footnote (1)
Humana Common					1,300	I	See Footnote (2)
Humana Common					1,300	I	See Footnote

Humana Common	300	I	(3) See Footnote (4)
------------------	-----	---	-------------------------------

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.

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. 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)	\$ 7.875					01/03/2001 01/03/2010	Humana Common	5,000
Options (6)	\$ 14.7813					01/02/2002 01/02/2011	Humana Common	5,000
Options (6)	\$ 11.55					01/02/2003 01/02/2012	Humana Common	5,000
Options (6)	\$ 10.19					01/02/2004 01/02/2013	Humana Common	5,000
Options (7)	\$ 23.05					01/02/2005 01/02/2014	Humana Common	2,500
Stock Units (8)	\$ 36.955 (8)	12/31/2008		A	1,680	(8) (8)	Humana Common	1,680

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JONES DAVID A JR/KY
CHRYSALIS VENTURES, INC.

X

101 S. FIFTH STREET, SUITE 1650
LOUISVILLE, KY 40202

Signatures

David A. Jones,
Jr. 12/31/2008

**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) Reporting person indirectly owns 72 shares held by spouse.
- (2) Reporting person indirectly owns 1,300 shares held by spouse as custodian for son.
- (3) Reporting person indirectly owns 1,300 shares held by spouse as custodian for daughter.
- (4) Reporting person indirectly owns 300 shares held in an Individual Retirement Account.
- (5) Right to buy pursuant to Humana Inc.'s 1989 Stock Option Plan for Non-Employee Directors.
- (6) Right to buy pursuant to Humana Inc.'s 1996 Incentive Stock Option Plan.
- (7) Right to buy pursuant to Humana Inc.'s 2003 Stock Incentive Plan.
- (8) Director's cash fee elected to be converted into stock units, deferred at the election of the reporting person until his resignation of services 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.