HUMANA INC Form 4 July 05, 2007

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response...

may continue. See Instruction

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 * GOODMAN BRUCE J			2. Issuer Name and Ticker or Trading Symbol HUMANA INC [HUM]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	First) (Middle) 3. Date of Earliest Transaction		(Check all applicable)		
HUMANA INC., 500 WEST MAIN STREET			(Month/Day/Year) 05/23/2007	Director 10% Owner _X Officer (give title Other (specify below) Sr VP & Chief Serv. & Info. Of		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
LOUISVILL	.E, KY 4020	02	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities Acqu	ired, 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. Transaction Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	d 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	05/23/2007		S(2)	1,000	D	\$ 63.119	81,628	D	
Humana Common							127	I	See Footnote (1)

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

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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. Dr.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pric Deriva Securi (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options (3)	\$ 11.625					<u>(4)</u>	04/12/2009	Humana Common	8,692	
Options (3)	\$ 32.7					<u>(6)</u>	02/24/2012	Humana Common	45,000	
Options (5)	\$ 53.96					<u>(7)</u>	02/23/2013	Humana Common	47,655	
Options (5)	\$ 62.1					(8)	02/22/2014	Humana Common	38,062	
Phantom Stock Units	<u>(9)</u>					<u>(9)</u>	(9)	Humana Common	6,027	

Reporting Owners

Reporting Owner Name / Address			Relationships	
		10~ 0	G 00	

Director 10% Owner Officer Other

GOODMAN BRUCE J HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202

Sr VP & Chief Serv. & Info. Of

Signatures

Bruce J.

Goodman 07/02/2007

**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).

Reporting Owners 2

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- (1) Stock units held for the benefit of reporting person as of May 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) Exempt transfer of directly held shares by reporting person to a 501(c)(3) charitable trust 16b-5. Charitable trust subsequently sold the stock on 5/31/07.
- (3) Right to buy pursuant to the Company's 1996 Stock Incentive Plan for Employees.
- (4) Incentive & Non-Qualified stock options granted to reporting person on 4/12/99, vesting in four increments each from 4/12/01 to 4/12/04.
- (5) Right to buy pursuant to the Company's 2003 Stock Incentive Plan.
- 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.
- (7) 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.
- (8) 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.
- (9) Phantom Stock Units held for the benefit of reporting person as of May 31, 2007 based on the value of Humana common stock on a 1-for-1 basis, under the Humana Excess Plan exempt under Rule 16b-3(c and d).

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.