

Edgar Filing: HUMANA INC - Form 4

HUMANA INC
 Form 4
 March 01, 2001

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person
 Jones, David A.
 500 W. Main St.
 Louisville, KY 40202
2. Issuer Name and Ticker or Trading Symbol
 Humana Inc.
 HUM
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
 February 28, 2001
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)
 Chairman of the Board
7. Individual or Joint/Group Filing (Check Applicable Line)
 (X) 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	2. Transaction Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common (1)				610,140
Common (1)				152,808
Common (1)				31,385
Common (1)				1,000,000
Common (1)	2/14/01	G	V 500	7,363,665

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

1. Title of Derivative Security	2. Conversion or Exercise Price	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day)	7. Title and Amount of Underlying Securities	8. Put or Call
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	Price of			posed of (D)	Day/Year)			Title and Number	
	Deriva-				Date Expir			of Shares	
	tive			A/	Exer-ation				
	Secu-			D	cisa-Date				
	urity	Date	Code	V	Amount	ble			
Option(4)	21.25				1/2/9	1/2/0		Common(1)	5,000
					9	8			
Option(4)	18.7813				1/4/0	1/4/0		Common(1)	5,000
					0	9			
Option(4)	7.875				1/3/0	1/3/1		Common(1)	5,000
					1	0			
Option(4)	14.7813				1/2/0	1/2/1		Common(1)	3,887
					2	1			
Option(5)	14.7813				1/2/0	1/2/1		Common(1)	1,113
					2	1			

Explanation of Responses:

(1) Each share of Common Stock contains a Right adopted on March 5, 1987, pursuant to the Company Rights Agreement, as amended and restated on February 14, 1996, and amended as of May 27, 1998 and March 1, 1999, which entitles holders of the Company's Common Stock, in the event certain specified events occur, to acquire 1/100 of a share of Series A Participating Preferred Stock at a price of \$145 per fractional share.

(2) Shares held by Family Limited Partnership ("FLP") of which my wife and I are General Partners and Trusts established by each of us are Limited Partners, together with a Family Charitable Foundation. I disclaim beneficial ownership of Company stock held by the FLP except to the extent of my pecuniary interest.

(3) Shares held by 96 A/J Family Limited Partnership ("FLP-96") of which my wife and I are General Partners, and together with a Family Charitable Foundation are Limited Partners. I disclaim beneficial ownership of Company stock held by the FLP-96 except to the extent of my pecuniary interest.

(4) Right to buy pursuant to Company's 1989 Stock Option Plan for Non-Employee Directors.

(5) Right to buy pursuant to Company's 1996 Incentive Stock Option Plan.

(6) Shares held by Jones Investments, Ltd. ("JIL"), a partnership of which DBJ, LLC is the General Partner. My wife and I are the members of DBJ, LLC. I disclaim beneficial ownership of Company stock held by JIL except to the extent of my pecuniary interest.