

HUMANA INC
Form 4
September 14, 2006

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 *
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)
09/12/2006

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Humana Common (1)	09/12/2006		M		85,000 A \$ 19.3125	340,898 (2)	D
Humana Common (1)	09/12/2006		M		5,000 A \$ 18.9375	345,898	D
Humana Common (1)	09/12/2006		F		27,993 D \$ 62.025	317,905	D
Humana						72	I See

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Common <u>(1)</u>						Footnote <u>(3)</u>
Humana Common <u>(1)</u>				1,300	I	See Footnote <u>(4)</u>
Humana Common <u>(1)</u>				1,300	I	See Footnote <u>(5)</u>
Humana Common <u>(1)</u>				300	I	See Footnote <u>(6)</u>

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
<u>Options (8)</u>	\$ 19.3125	09/12/2006		M	85,000	11/14/1999	11/14/2006	Humana Common <u>(1)</u>	85,000
<u>Options (7)</u>	\$ 18.9375	09/12/2006		M	5,000	01/02/1998	01/02/2007	Humana Common <u>(1)</u>	5,000
<u>Options (8)</u>	\$ 21.9375					03/25/2000	03/25/2007	Humana Common <u>(1)</u>	40,000
<u>Options (7)</u>	\$ 21.25					01/02/1999	01/02/2008	Humana Common <u>(1)</u>	5,000
<u>Options (8)</u>	\$ 20.1563					01/15/2001	01/15/2008	Humana Common <u>(1)</u>	40,000

<u>(7)</u> Options	\$ 18.7813	01/04/2000	01/04/2009	Humana Common <u>(1)</u>	5,000
<u>(7)</u> Options	\$ 19.25	01/15/2002	01/15/2009	Humana Common <u>(1)</u>	40,000
<u>(7)</u> Options	\$ 7.875	01/03/2001	01/03/2010	Humana Common <u>(1)</u>	5,000
<u>(8)</u> Options	\$ 14.7813	01/02/2002	01/02/2011	Humana Common <u>(1)</u>	5,000
<u>(8)</u> Options	\$ 11.55	01/02/2003	01/02/2012	Humana Common <u>(1)</u>	5,000
<u>(8)</u> Options	\$ 10.19	01/02/2004	01/02/2013	Humana Common <u>(1)</u>	5,000
<u>(9)</u> Options	\$ 23.05	01/02/2005	01/02/2014	Humana Common <u>(1)</u>	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES DAVID A JR/KY CHRYSLIS VENTURES, INC. 101 S. FIFTH STREET, SUITE 1650 LOUISVILLE, KY 40202	X			

Signatures

David A. Jones,
Jr. 09/13/2006

 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).
- (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) Total number of shares reduced by one (1) share since filing of 1/3/06 Form 4 due to error in computing shares directly held by reporting person.

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- (3) Reporting person indirectly owns 72 shares held by spouse.
- (4) Reporting person indirectly owns 1,300 shares held by spouse as custodian for son.
- (5) Reporting person indirectly owns 1,300 shares held by spouse as custodian for daughter.
- (6) Reporting person indirectly owns 300 shares held in an Individual Retirement Account.
- (7) Right to buy pursuant to Humana Inc.'s 1989 Stock Option Plan for Non-Employee Directors.
- (8) Right to buy pursuant to Humana Inc.'s 1996 Incentive Stock Option Plan.
- (9) Right to buy pursuant to Humana Inc.'s 2003 Stock Incentive Plan.

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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