

HUMANA INC
Form 4
December 09, 2009

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JONES DAVID A JR/KY

(Last) (First) (Middle)

CHRYSLIS 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)
12/09/2009

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)
				(A) or (D)	Price		
Humana Common	12/09/2009		S	100,000	D	11	348,844
Humana Common						72	I
							See Footnote (2)
Humana Common						1,300	I
							See Footnote (3)
Humana Common						1,300	I
							See Footnote

Humana Common	300	I	(4) See Footnote (5)
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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)	8. Pri Deriv Secur (Instr.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
<u>Options (6)</u>	\$ 14.7813					01/02/2002	01/02/2011	Humana Common	5,000
<u>Options (6)</u>	\$ 11.55					01/02/2003	01/02/2012	Humana Common	5,000
<u>Options (6)</u>	\$ 10.19					01/02/2004	01/02/2013	Humana Common	5,000
<u>Options (7)</u>	\$ 23.05					01/02/2005	01/02/2014	Humana Common	2,500
Stock Units ⁽⁸⁾	<u>(8)</u>					<u>(8)</u>	<u>(8)</u>	Humana Common	5,022

Reporting Owners

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

LOUISVILLE, KY 40202

Signatures

David A. Jones,
Jr.

12/09/2009

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 sold a total of 100,000 shares at the following prices: 300 @ \$40.66; 1,000 @ \$40.67; 1,029 @ \$40.68; 2,171 @ \$40.69; 8,800 @ \$40.7; 1,600 @ \$40.71; 500 @ \$40.72; 1,600 @ \$40.73; 3,396 @ \$40.74; 13,300 @ \$40.75; 304 @ \$40.76; 29,972 @ \$40.85; 2,900 @ \$40.855; 3,228 @ \$40.86; 3,700 @ \$40.865; 3,702 @ \$40.87; 12,000 @ \$40.875; 1,428 @ \$40.88; 4,300 @ \$40.885; 1,700 @ \$40.89; 800 @ \$40.895; 700 @ \$40.905; 800 @ \$40.91; 470 @ \$40.92; 300 @ \$40.93.

(2) Reporting person indirectly owns 72 shares held by spouse.

(3) Reporting person indirectly owns 1,300 shares held by spouse as custodian for son.

(4) Reporting person indirectly owns 1,300 shares held by spouse as custodian for daughter.

(5) Reporting person indirectly owns 300 shares held in an Individual Retirement Account.

(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.

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