

HUMANA INC  
Form 4  
August 14, 2007

**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 \*  
MARGULIS HEIDI S

(Last) (First) (Middle)

HUMANA INC., 500 WEST MAIN STREET

(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)  
08/13/2007

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)

Senior V.P.-Gov. Relations

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  | (D)  | Price   |        |   |
| Humana Common                   | 08/13/2007                           |  | M                              |   | 1,905   | A  | \$ 53.96  | 27,846 | D |
| Humana Common                   | 08/13/2007                           |  | M                              |   | 8,934   | A  | \$ 32.7   | 36,780 | D |
| Humana Common                   | 08/13/2007                           |  | M                              |   | 900   | A  | \$ 21.275   | 37,680 | D |
| Humana Common                   | 08/13/2007                           |  | M                              |   | 10,000  | A  | \$ 9.26   | 47,680 | D |
| Humana Common                   | 08/13/2007                           |  | M                              |   | 15,000  | A  | \$ 9.5938   | 62,680 | D |

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|                  |            |   |        |   |                     |        |   |
|------------------|------------|---|--------|---|---------------------|--------|---|
| Humana<br>Common | 08/13/2007 | M | 10,000 | A | \$ 19.25            | 72,680 | D |
| Humana<br>Common | 08/13/2007 | M | 14,790 | A | \$<br>15.5938       | 87,470 | D |
| Humana<br>Common | 08/13/2007 | S | 300    | D | \$ 63.16            | 87,170 | D |
| Humana<br>Common | 08/13/2007 | S | 2,200  | D | \$ 63.19            | 84,970 | D |
| Humana<br>Common | 08/13/2007 | S | 400    | D | \$ 63.2             | 84,570 | D |
| Humana<br>Common | 08/13/2007 | S | 100    | D | \$ 63.21            | 84,470 | D |
| Humana<br>Common | 08/13/2007 | S | 1,500  | D | \$ 63.22            | 82,970 | D |
| Humana<br>Common | 08/13/2007 | S | 700    | D | \$ 63.23            | 82,270 | D |
| Humana<br>Common | 08/13/2007 | S | 1,400  | D | \$ 63.25            | 80,870 | D |
| Humana<br>Common | 08/13/2007 | S | 4,200  | D | \$ 63.26            | 76,670 | D |
| Humana<br>Common | 08/13/2007 | S | 300    | D | \$ 63.27            | 76,370 | D |
| Humana<br>Common | 08/13/2007 | S | 400    | D | \$ 63.28            | 75,970 | D |
| Humana<br>Common | 08/13/2007 | S | 700    | D | \$ 63.29            | 75,270 | D |
| Humana<br>Common | 08/13/2007 | S | 200    | D | \$ 63.3             | 75,070 | D |
| Humana<br>Common | 08/13/2007 | S | 500    | D | \$ 63.31            | 74,570 | D |
| Humana<br>Common | 08/13/2007 | S | 4,300  | D | \$ 63.32            | 70,270 | D |
| Humana<br>Common | 08/13/2007 | S | 100    | D | \$ 63.33            | 70,170 | D |
| Humana<br>Common | 08/13/2007 | S | 100    | D | \$ 63.34            | 70,070 | D |
| Humana<br>Common | 08/13/2007 | S | 200    | D | \$ 63.35            | 69,870 | D |
| Humana<br>Common | 08/13/2007 | S | 1,200  | D | \$ 63.38            | 68,670 | D |
|                  | 08/13/2007 | S | 42,729 | D | \$ 0 <sup>(2)</sup> | 25,941 | D |

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Humana  
Common

Humana Common 08/13/2007 M 14,100 D \$ 21.275 40,041 D

Humana  
Common

6,641 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. 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) | Amount or Number of Shares |  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |  |
| Options (3)                                | \$ 15.5938   | 08/13/2007                           |  | M                              | 8,700   | 01/15/2001 01/15/2008                                    | Humana Common   | 8,700                      |  |
| Options (3)                                | \$ 15.5938   | 08/13/2007                           |  | M                              | 6,090   | 09/17/1999 09/17/2008                                    | Humana Common   | 6,090                      |  |
| Options (3)                                | \$ 19.25   | 08/13/2007                           |  | M                              | 10,000  | 01/15/2002 01/15/2009                                    | Humana Common   | 10,000                     |  |
| Options (3)                                | \$ 9.5938  | 08/13/2007                           |  | M                              | 15,000  | 09/09/2002 09/09/2009                                    | Humana Common   | 15,000                     |  |
| Options (5)                                | \$ 32.7  | 08/13/2007                           |  | M                              | 8,934   | (7) 02/24/2012   | Humana Common   | 8,934                      |  |
| Options (3)                                | \$ 9.26  | 08/13/2007                           |  | M                              | 10,000  | (4) 03/13/2013   | Humana Common   | 10,000                     |  |
| Options (5)                                | \$ 21.275  | 08/13/2007                           |  | M                              | 15,000  | (6) 02/24/2014   | Humana Common   | 15,000                     |  |
| Options (5)                                | \$ 53.96   | 08/13/2007                           |  | M                              | 1,905   | (8) 02/23/2013   | Humana Common   | 1,905                      |  |
| Options                                    | \$ 62.1  |                                      |  |                                |   | (9) 02/22/2014   | Humana  | 4,758                      |  |

|         |      |  |      |      |        |     |
|---------|------|--|------|------|--------|-----|
| (5)     |      |  |      |      | Common |     |
| Phantom |      |  |      |      |        |     |
| Stock   | (10) |  | (10) | (10) | Humana | 345 |
| Units   |      |  |      |      | Common |     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| MARGULIS HEIDI S<br>HUMANA INC.<br>500 WEST MAIN STREET<br>LOUISVILLE, KY 40202 |               |           | Senior V.P.-Gov. Relations |       |

## Signatures

Heidi S.  
Margulis

08/14/2007

\*\*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) Stock units held for reporting person's benefit as of July 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).  
Reporting person sold additional shares as follows: 200 shares @ \$63.39; 700 shares @ 63.40; 3900 shares @ 63.41; 2600 shares @ 63.42; 400 shares @ 63.44; 2700 shares @ 63.45; 2900 shares @ 63.46; 4700 shares @ 63.47; 2300 shares @ 63.48; 100 shares @ 63.50; 100 shares @ 63.52; 400 shares @ 63.54; 200 shares @ 63.57; 1100 shares @ 63.60; 300 shares @ 63.61; 1800 shares @ 63.63; 200 shares @ 63.64; 200 shares @ 63.65; 200 shares @ 63.66; 500 shares @ 63.67; 3800 shares @ 63.68; 100 shares @ 63.69; 3600 shares @ 63.70; 300 shares @ 63.71; 100 shares @ 63.72; 300 shares @ 63.73; 900 shares @ 63.74; 900 shares @ 63.75; 3900 shares @ 63.76; 1600 shares @ 63.77; 1000 shares @ 63.79; 300 shares @ 63.80; 100 shares @ 63.81; and 329 shares @ 64.02.
- (3) Right to buy pursuant to Humana Inc.'s 1996 Stock Incentive Plan for Employees.
- (4) Stock Options granted to reporting person on 3/13/03 vesting in thirds from 3/13/04 to 3/13/06.
- (5) Right to buy pursuant to Humana Inc.'s 2003 Stock Incentive Plan.
- (6) Non-Qualified and Incentive Stock Options granted to reporting person on 2/24/04, vesting in three increments from 2/24/05 to 2/24/07.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) Phantom Stock Units held for the benefit of reporting person as of July 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.