

HUMANA INC
Form 4
September 15, 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 *
MOYA STEVEN O

(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)
09/13/2006

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)
Sr. VP-Chief Marketing Officer

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	09/13/2006		M		21,667	A	\$ 32.7
					44,099		
							D ⁽¹⁾
Humana Common	09/13/2006		M		34,320	A	\$ 21.275
					78,419		
							D ⁽¹⁾
Humana Common	09/13/2006		M		16,218	A	\$ 9.26
					94,637		
							D ⁽¹⁾
Humana Common	09/13/2006		M		10,000	A	\$ 12.995
					104,637		
							D ⁽¹⁾
Humana Common	09/13/2006		M		43,000	A	\$ 14.9375
					147,637		
							D ⁽¹⁾

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Humana Common	09/13/2006	S	125,205	D	\$ 0 ⁽²⁾	22,432	D ⁽¹⁾	
Humana Common	09/14/2006	M	5,000	A	\$ 12.995	27,432	D ⁽¹⁾	
Humana Common	09/14/2006	M	13,782	A	\$ 9.26	41,214	D ⁽¹⁾	
Humana Common	09/14/2006	F	2,929	D	\$ 65.745	38,285	D ⁽¹⁾	
Humana Common						1,187	I	See Footnote ⁽³⁾

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

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(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. Amount or Number of Shares
Options ⁽⁴⁾	\$ 14.9375	09/13/2006		M	43,000	⁽⁵⁾ 01/03/2011	Humana Common	43,000
Options ⁽⁸⁾	\$ 32.7	09/13/2006		M	21,667	⁽¹⁰⁾ 02/24/2012	Humana Common	21,667
Options ⁽⁴⁾	\$ 12.995	09/13/2006		M	10,000	⁽⁶⁾ 03/13/2012	Humana Common	10,000
Options ⁽⁴⁾	\$ 12.995	09/14/2006		M	5,000	⁽⁶⁾ 03/13/2012	Humana Common	5,000
Options ⁽⁴⁾	\$ 9.26	09/13/2006		M	16,218	⁽⁷⁾ 03/13/2013	Humana Common	16,218
Options ⁽⁴⁾	\$ 9.26	09/14/2006		M	13,782	⁽⁷⁾ 03/13/2013	Humana Common	13,782
Options	\$ 21.275	09/13/2006		M	34,320	⁽⁹⁾ 02/24/2014	Humana	34,320

(8)					Common
Options	\$ 53.96	(11)	02/23/2013	Humana Common	47,655

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOYA STEVEN O HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202			Sr. VP-Chief Marketing Officer	

Signatures

Steven O. Moya 09/14/2006

 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) Shares held in a trust account.
- (2) Reporting person sold shares at prices between \$65.20 and \$65.75.
- (3) Shares held for reporting person's benefit as of August 31, 2006 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).
- (4) Right to buy pursuant to the Company's 1996 Stock Incentive Plan for Employees.
- (5) Stock options granted to reporting person on 1/3/01 to vest as follows: 29,918 non-qualified stock options to vest in thirds on 1/3/02, 1/3/03 and 1/3/04, respectively, and 20,082 incentive stock options to vest in thirds on 1/3/02, 1/3/03 and 1/3/04, respectively.
- (6) Stock options granted to reporting person on 3/13/02 to vest as follows: 10,000 non-qualified stock options, one-half vesting on 3/13/03 and 3/13/04, respectively, and 5,000 incentive stock options to vest on 3/13/05.

Stock options granted to reporting person on 3/13/03 to vest as follows: 16,218 non-qualified stock options to vest in two increments -
- (7) 10,000 on 3/13/04 and 6,218 on 3/13/05, and 13,782 incentive stock options to vest in two increments, 3,782 on 3/13/05 and 10,000 on 3/13/06.
- (8) Right to buy pursuant to the Company's 2003 Stock Incentive Plan.
- (9) Incentive and Non-Qualified stock options granted to reporting person on 2/24/04, NQ options vesting in three increments from 2/24/05 to 2/24/07, and ISOs vesting in two increments on 2/24/06 and 2/24/07.
- (10) 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.
- (11) 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.

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