

HUMANA INC
Form 4
December 19, 2007

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
MCCALLISTER MICHAEL B

(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)
12/17/2007

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)
President & CEO

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	12/18/2007		G		326	D	\$ 73.615 13,093	I	See Footnote (1)
Humana Common	12/18/2007		G		326	D	\$ 73.615 14,010	I	See Footnote (2)
Humana Common	12/18/2007		G		652	A	\$ 0 3,948	I	See Footnote (3)
Humana Common								I	See Footnote

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(4)

Humana Common	12/17/2007	M	100,000	A	\$ 7.4688	512,006	D
Humana Common	12/17/2007	M	125,521	A	\$ 6.9063	637,527	D
Humana Common	12/17/2007	M	4,700	A	\$ 21.275	642,227	D
Humana Common	12/17/2007	F	21,192	D	\$ 76.145	621,035	D
Humana Common	12/17/2007	F	1,345	D	\$ 74.29	619,690	D
Humana Common	12/17/2007	F	89,874	D	\$ 74.29	529,816	D
Humana Common	12/17/2007	G	101	D	\$ 74.29	529,715	D
Humana Common	12/18/2007	G	817	D	\$ 73.615	528,898	D
Humana Common	12/17/2007	S	20,400	D	\$ 73.5	508,498	D
Humana Common	12/17/2007	S	300	D	\$ 73.5001	508,198	D
Humana Common	12/17/2007	S	100	D	\$ 73.501	508,098	D
Humana Common	12/17/2007	S	100	D	\$ 73.502	507,998	D
Humana Common	12/17/2007	S	5,850	D	\$ 73.51	502,148	D
Humana Common	12/17/2007	S	100	D	\$ 73.5115	502,048	D
Humana Common	12/17/2007	S	2,950	D	\$ 73.52	499,098	D
Humana Common	12/17/2007	S	1,900	D	\$ 73.53	497,198	D
Humana Common	12/17/2007	S	100	D	\$ 73.5301	497,098	D
Humana Common	12/17/2007	S	4,400	D	\$ 73.54	492,698	D
Humana Common	12/17/2007	S	100	D	\$ 73.5401	492,598	D
Humana Common	12/17/2007	S	100	D	\$ 73.542	492,498	D

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Humana Common	12/17/2007	S	10,800	D	\$ 73.55	481,698	D
Humana Common	12/17/2007	S	100	D	\$ 73.5501	481,598	D
Humana Common	12/17/2007	S	300	D	\$ 73.56	481,298	D
Humana Common	12/17/2007	S	100	D	\$ 73.5601	481,198	D
Humana Common	12/17/2007	S	37,300	D	\$ 0 ⁽⁵⁾	443,898	D

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
Options <u>(6)</u>	\$ 19.25					<u>(7)</u> 01/15/2009	Humana Common 24,806
Options <u>(6)</u>	\$ 7.4688	12/17/2007		M	100,000	<u>(8)</u> 11/18/2009	Humana Common 100,000
Options <u>(6)</u>	\$ 6.9063	12/17/2007		M	125,521	<u>(9)</u> 02/11/2010	Humana Common 125,521
Options <u>(12)</u>	\$ 32.7					<u>(14)</u> 02/24/2012	Humana Common 250,000
Options <u>(6)</u>	\$ 12.995					<u>(10)</u> 03/13/2012	Humana Common 34,610
Options <u>(6)</u>	\$ 9.26					<u>(11)</u> 03/13/2013	Humana Common 189,201
Options <u>(12)</u>	\$ 21.275	12/17/2007		M	4,700	<u>(13)</u> 02/24/2014	Humana Common 4,700
Options <u>(12)</u>	\$ 53.96					<u>(15)</u> 02/23/2013	Humana Common 150,000

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- (14) 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.
- (15) 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.
- (16) 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.
- (17) Phantom Stock Units held for the benefit of reporting person as of November 30, 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.

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