

HUMANA INC
Form 11-K
June 24, 2002

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

FORM 11-K

FOR ANNUAL REPORTS OF EMPLOYEE STOCK PURCHASE, SAVINGS
AND SIMILAR PLANS PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934

For the Fiscal Year Ended December 31, 2001

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

Commission File Number 1-5975

A. Full Title of Plan: **Humana Puerto Rico 1165(e) Retirement Plan**

B. Name of Issuer of the Securities held Pursuant to the Plan and the Address
of its Principal Executive Office:

Humana Inc.
500 West Main Street
Louisville, Kentucky 40202

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Report of Independent Accountants

To the Plan Administrator
Humana Puerto Rico 1165(e) Retirement Plan

In our opinion, the accompanying statements of net assets available for benefits and the related statements of changes in net assets available for benefits presents fairly, in all material respects, the net assets available for benefits of the Humana Puerto Rico 1165(e) Retirement Plan (the Plan) at December 31, 2001 and 2000, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets held for investment purposes at end of year and of reportable transactions are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in

relation to the basic financial statements taken as a whole.

PricewaterhouseCoopers LLP
Louisville, Kentucky

June 7, 2002

Humana Puerto Rico 1165(e) Retirement Plan

Statements of Net Assets Available for Benefits

December 31, 2001 and 2000

| ASSETS | 2001 | | | 2000 | | |
|---|-------------------------|----------------------------|-------------|-------------------------|----------------------------|-------------|
| | Participant Directed | Nonparticipant Directed | Total | Participant Directed | Nonparticipant Directed | Total |
| Investments, at fair value/contract value: | | | | | | |
| Plan interest in Master Trust | \$1,750,450 | \$542,392 | \$2,292,842 | \$1,191,484 | \$590,755 | \$1,782,239 |
| Other assets allocated from Master Trust: | | | | | | |
| Receivable from participating employers for participant withholdings and employers' contributions | 376,900 | 5,744 | 382,644 | 345,905 | 4,978 | 350,883 |
| Accrued interest and dividends | 87 | - | 87 | 12,366 | - | 12,366 |
| Total assets | 2,127,437 | 548,136 | 2,675,573 | 1,549,755 | 595,733 | 2,145,488 |
| LIABILITIES AND NET ASSETS AVAILABLE FOR BENEFITS | | | | | | |
| Liabilities allocated from Master Trust: | | | | | | |
| Accrued expenses | 217 | - | 217 | 132 | - | 132 |
| Net assets available for benefits | \$2,127,220 | \$548,136 | \$2,675,356 | \$1,549,623 | \$595,733 | \$2,145,356 |

The accompanying notes are an integral part of the financial statements.

Humana Puerto Rico 1165(e) Retirement Plan

Statements of Changes in Net Assets Available for Benefits

December 31, 2001 and 2000

| | 2001 | | 2000 | |
|--|-------------|----------------|-------------|----------------|
| | Participant | Nonparticipant | Participant | Nonparticipant |

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| | Directed | Directed | Total | Directed | Directed | Total | |
|--|-------------|------------|-------------|-------------|------------|-------------|----------|
| Additions allocated from the Master Trust: | | | | | | | |
| Investment income: | | | | | | | |
| Plan interest in Master Trust investment income: | | | | | | | |
| Interest and dividend income | \$49,073 | \$ | - | \$49,073 | \$29,232 | \$ - | \$29,232 |
| Net appreciation in fair value of investments | - | - | - | 41,977 | 267,189 | 309,166 | |
| | 49,073 | - | 49,073 | 71,209 | 267,189 | 338,398 | |
| Contributions: | | | | | | | |
| Participants | 395,392 | - | 395,392 | 282,019 | - | 282,019 | |
| Employers | 392,419 | 158,950 | 551,369 | 331,008 | 121,472 | 452,480 | |
| Forfeited employers' contributions | (188) | (16,379) | (16,567) | (1,079) | (32,726) | (33,805) | |
| Total additions | 836,696 | 142,571 | 979,267 | 683,157 | 355,935 | 1,039,092 | |
| Deductions allocated from Master Trust: | | | | | | | |
| Benefits paid to participants | 184,886 | 59,665 | 244,551 | 176,024 | 19,577 | 195,601 | |
| Administrative expenses | 1,679 | 1,212 | 2,891 | 1,438 | 389 | 1,827 | |
| Plan interest in Master Trust investment loss: | | | | | | | |
| Net depreciation in fair value of investments | 72,534 | 129,291 | 201,825 | - | - | - | |
| Total deductions | 259,099 | 190,168 | 449,267 | 177,462 | 19,966 | 197,428 | |
| Net increase (decrease) | 577,597 | (47,597) | 530,000 | 505,695 | 335,969 | 841,664 | |
| Net assets available for benefits: | | | | | | | |
| Beginning of year | 1,549,623 | 595,733 | 2,145,356 | 1,043,928 | 259,764 | 1,303,692 | |
| End of year | \$2,127,220 | \$ 548,136 | \$2,675,356 | \$1,549,623 | \$ 595,733 | \$2,145,356 | |

The accompanying notes are an integral part of the financial statements.

Humana Puerto Rico 1165(e) Retirement Plan

Notes to Financial Statements

1. Summary of Plan:

The Humana Puerto Rico 1165(e) Retirement Plan (the Plan), is a qualified, trustee plan established for the benefit of the employees of Humana Health Plans of Puerto Rico, Inc., and Humana Insurance of Puerto Rico, Inc. and who are

residents of Puerto Rico. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA). Physicians Corporation of America Inc. (PCA), which was a wholly-owned subsidiary of Humana Inc. (Humana or the Company), was the sponsor of the Plan. Effective March 31, 2000, Humana became the sponsor of the Plan. Humana is one of the nation's largest publicly traded health benefits companies offering coordinated health insurance coverage and related services through traditional and internet-based plans, primarily to employer groups and government sponsored plans. This document describes the Plan during 2000 and 2001. See "subsequent events" herein for change effective January 1, 2002.

a. Contributions: The Plan maintains two accounts, the Pretax Savings Account and the Retirement Account, a profit sharing account.

Any employee of the Company who is employed with a sponsoring employer is eligible to participate in the Plan's Pretax Savings Account. A participant, through payroll deductions, may contribute not less than 1% nor more than 10% of the participant's annual compensation, not to exceed the Puerto Rico Tax Code limitation in effect for the calendar years which was \$8,000 for 2001 and 2000. Effective January 1, 1998 on the date the Company so elects, an automatic contribution in the amount of 3% of the participant's compensation shall be made beginning on the employee's date of hire, unless the employee elects not to participate in the Pretax Savings Account or elects a different percentage up to 6%. As of December 31, 2000, the Company had not elected to begin this automatic contribution. The Company's contribution is equal to 50% of the participant's contribution up to 6% of the participant's annual compensation for any participating employee who has completed at least one year of service with at least 1,000 hours of service. The Board of Directors of the Company, at its option, may increase this matching percentage up to 100%. All matching contributions are funded bi-weekly and shall be invested in the Humana Common Stock Fund.

After an employee completes two years of service with a sponsoring employer and has complied with certain other service requirements, the employee becomes eligible to participate in the profit sharing. For the calendar year ended December 31, 2001 and 2000, the Company declared a profit sharing contribution of approximately \$364,000 and \$334,000 respectively. This contribution was made into the Retirement Account of the Plan and was allocated to the participants based on an amount equal to 4% of each participating employee's qualifying compensation earned during the plan year, plus 4% of any compensation that exceeds the social security taxable wage base. Contribution amounts are computed as of the end of each plan year and are nonforfeitable.

Humana Puerto Rico 1165(e) Retirement Plan

Notes to Financial Statements, Continued

1. Summary of Plan, continued:

a. Contributions, continued: Contributions to the Plan by or on behalf of employees may be restricted in amount and as to timing so as to meet various requirements of the Internal Revenue Code (IRC) of 1986 as amended.

Each participant's account is credited with the participant's contributions and the Company's contributions and the allocations of Plan earnings and charged with an allocation of administrative expenses. Allocations are based on participants' account balances.

Participants may allocate contributions to the Pretax Savings Account and the Company's contribution to the Retirement Account among various investment options in 1% increments. During 2000 and 2001, the Plan

offered eight mutual funds and the Humana Common Stock Fund as investment options. In the absence of such allocation, contributions are invested in the Interest Income Fund. In connection with a change in allocation of a participant's or the Company's future contributions among the nine investment options and a change in the investment of existing accounts (Transfers), the value of Transfers to or from the Humana Common Stock Fund will reflect the price or prices at which all shares are purchased, sold or transferred before, on or after the participant's election rather than transferring strictly based on the value at the closing price.

Employee contributions are nonforfeitable. Participants who withdraw from the Pretax Savings Account prior to being credited with four years of participation or five years of service with the Company are eligible to receive generally the value of employer contributions at the withdrawal date, exclusive of those made during the two years preceding withdrawal. Employer contributions become totally nonforfeitable after the participant is credited with four years of participation in the Plan or five years of service with the Company. However, participants who were in the Plan prior to January 1, 1998 will be eligible to receive the value of employer contributions based on the better of the above vesting or the previously determined vesting where a participant was 100% vested after four years of credited service. Forfeited balances of terminated participants' nonvested accounts are used to reduce future Company contributions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Employer contributions forfeited as a result of withdrawal following termination of employment will be available to reduce the amount of subsequent employer contributions to the Pretax Savings Account. If a former participant is re-employed prior to five consecutive one-year breaks in service and repays the amount of his/her distribution, then any forfeited employer contributions are restored to his/her account.

Humana Puerto Rico 1165(e) Retirement Plan

Notes to Financial Statements, Continued

1. Summary of Plans, continued:

b. **Withdrawals:** The value of a participant's interest, including employer contributions, is generally payable upon the occurrence of one of the following events: (1) the participant's termination of employment; (2) a determination by the Company upon competent medical or other evidence that, by reason of permanent and total disability, the participant is incapable of performing the duties of his/her work; or (3) the participant's death.

In the event funds are needed because of extreme financial hardship, as defined by law, the participant may be allowed to make a withdrawal of his/her vested account balance. In addition, the Plan contains restrictions relating to minimum withdrawals and the frequency of withdrawals.

Benefits under the Plan are payable to withdrawing participants, including retirees, as follows:

- a. A lump-sum distribution in cash or, in the event of a distribution from the Humana Common Stock Fund, partially or totally in Humana common stock, or
- b. Monthly, quarterly or annual installments for a period of 5, 10, 15 or 20 years not to exceed the life expectancy of the participant, or the joint and last survivor expectancy of the participant and designated beneficiary, or
- c. A life annuity paid monthly or quarterly, or

- d. A life annuity with guaranteed payments for a period of 5, 10, 15 or 20 years.

The Plan permits the employee to roll over contributions from another qualified plan. An employee must make a written request to the Plan for a rollover contribution. These contributions must comply with certain requirements before the Plan will authorize the rollover contribution.

Participants may borrow from their fund accounts. The aggregate of the loans to a participant shall not exceed the lesser of \$50,000 or 50% of the vested portion of his/her participant contribution accounts, voluntary contribution accounts, plus his/her employer Pretax Savings Account to which he/she would be entitled to if he/she incurred a termination of employment. The minimum a participant may borrow is \$500. Loan transactions are treated as a transfer to (from) the various investment funds from (to) the participant notes receivables. Loan terms range from one to four years or up to ten years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a reasonable rate in accordance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, as determined by the Plan Administrator. Principal and interest are repaid ratably through payroll deductions.

Humana Puerto Rico 1165(e) Retirement Plan

Notes to Financial Statements, Continued

2. Summary of Significant Accounting Policies:

- a. **Basis of Accounting:** The financial statements of the Plan are prepared under the accrual method of accounting. Withdrawals by participants are recorded when paid. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

- b. **Valuation of Investments:** The fair value of the Plan's interest in the Master Trust is based on the beginning of the year value of the Plan's interest in the trust plus actual contributions and allocated investment income (reported net of administrative expenses) less actual distributions. Investments in securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the year. Securities traded in the over-the-counter market and listed securities for which no sale was reported on that date are valued at the mean between the last reported bid and asked prices.

Securities for which no market quotation was readily available are valued at fair value as determined by National City Trust, the trustee. Shares of registered investment companies are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end. The Company stock is valued at its quoted market price. Participant notes receivable and investments in money market funds are valued at cost which approximates fair value.

Traditional and synthetic guaranteed investment contracts (GICs) with banks and insurance companies are fully benefit-responsive and are carried at contract value, which represents contributions, plus interest earned at specified rates, less withdrawals and administrative expenses.

The Plan presents in the accompanying statements of changes in net assets available for benefits the net appreciation or depreciation in fair value of investments which consists of both realized gains or losses and unrealized appreciation or depreciation.

- c. **Management Estimates:** The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported

amounts of net assets available for benefits and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of additions to and deductions from net assets during the reporting periods. Actual results could differ from those estimates.

Humana Puerto Rico 1165(e) Retirement Plan

Notes to Financial Statements, Continued

3. Investments:

For 2000 and 2001, the Plan's investment assets are held in the Humana Retirement and Savings Master Trust (Master Trust) by a custodian trust company. Earnings of the Master Trust are allocated between the Plan and the Humana Retirement and Savings Plan based on each plan's investment balance to the total Master Trust investment balance. Earnings are further allocated to the respective participants based on each participant's respective asset total to total Plan assets.

The following table presents the fair value/contract value of investments at December 31, 2001 and 2000. Investments that represent 5% or more of the Plan's assets have been separately identified.

| | 2001 | 2000 |
|-------------------------------|-------------------------------|-------------------------------|
| | Fair Value/ Contract Value | Fair Value/ Contract Value |
| Investments, at fair value: | | |
| Plan interest in Master Trust | \$2,292,842 | \$1,782,239 |

During 2001 and 2000, the Plan's investments, including investments bought, sold, and held during the year, appreciated (depreciated) in value \$(201,825) and \$309,166, respectively.

As of December 31, 2001 and 2000, the Plan's interest in the Master Trust was .5% and .4%, respectively. Investment income, administrative expenses and realized gains or losses related to the Master Trust are allocated monthly to the individual plans based upon the beginning monthly balances invested by each plan.

The Plan enters into arrangements known as synthetic GICs which are investment contracts that simulate the performance of traditional GICs through the use of financial instruments. The assets are held in trust for the Plan by the issuer of the investment contract. The Plan then enters into a benefit responsive "wrapper" contract with a third-party such as a financial institution or an insurance company which guarantees the Plan a specific value and rate of return for the assets held in trust. The underlying financial instrument held in trust and the wrapper contract are presented together in the financial statements at contract value. The wrapper contract is valued at the difference between the fair value of the trust assets and the contract value attributable by the wrapper to such assets and was \$2,178,536 and \$956,790 on December 31, 2001 and 2000, respectively.

The fair value of the investments carried at contract value in the Master Trust at December 31, 2001 and 2000 was \$99,475,491 and \$87,056,829, respectively. The average yield and crediting interest rate approximated 6.0% and 6.4% for 2001 and 2000, respectively.

The per share closing price of Humana's common stock was \$11.79 and \$15.25 on December 31, 2001 and 2000, respectively. On June 7, 2002, the per share closing price of the Company's common stock was \$15.39.

Humana Puerto Rico 1165(e) Retirement Plan

Notes to Financial Statements, Continued

3. Investments, continued:

The fair value of net assets available for benefits of the Master Trust as of December 31, 2001 and 2000 is described in the following table:

| ASSETS | 2001 | 2000 |
|---|--------------|---------------|
| Investments, at fair value: | | |
| Common stock: | | |
| Humana Inc. Common Stock | \$97,603,998 | \$121,313,476 |
| Mutual funds: | | |
| State Street Flagship Domestic Index Fund | 73,537,139 | 88,504,330 |
| PIMCO Funds | - | 3,503,448 |
| Putnam Fund of Boston | 301,139 | - |
| Putnam Fund for Growth & Income | 347,375 | - |
| Putnam Voyager Fund | 811,007 | - |
| Putnam OTC - Emerging Growth Fund | 209,876 | - |
| Putnam Diversified Income Trust | 165,545 | - |
| Putnam Interantional Growth Fund | 314,552 | - |
| Putnam Equity Income Fund | 441,106 | - |
| Invesco Value Trustee Fund | - | 25,165,184 |
| IDS New Dimensions Fund | - | 17,271,520 |
| Harbor International Fund | - | 27,369,008 |
| Blackrock Fund | - | 37,188,870 |
| Fidelity Contrafund | - | 88,350,587 |
| | 173,731,737 | 408,666,423 |
| Obligations due within one year: | | |
| Armada Money Market Fund | 192,102,659 | 5,492,065 |
| Putnam Money Market Fund | 1,116,918 | - |
| | 193,219,577 | 5,492,065 |
| Investments, at contract value: | | |
| Investment contracts - banks: | | |
| Bank of America Synthetic GIC | 4,009,941 | 3,783,229 |
| Caisse Des Depots | - | 3,833,647 |
| Caisse Des Depots Synthetic GIC | 3,563,692 | 3,395,913 |
| GE Life & Annuity ASR Co. | 2,618,682 | - |
| JP Morgan Chase Bank Synthetic GIC | 7,079,906 | 6,638,289 |
| State Street Bank & Trust Synthetic GIC | 15,290,678 | 8,123,124 |

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| | | |
|----------------------|-------------|-------------|
| UBS AG Synthetic GIC | 16,320,588 | 9,796,140 |
| | 48,883,487 | 35,570,342 |
| | 415,834,801 | 449,728,830 |

Humana Puerto Rico 1165(e) Retirement Plan

Notes to Financial Statements, Continued

3. Investments, continued:

| | 2001 | 2000 |
|---|-------------|-------------|
| Investments, at contract value, continued: | | |
| Investment contracts - insurance companies: | | |
| Allstate Life Insurance Co. | \$ - | \$4,090,980 |
| Allstate Life Insurance Co., Synthetic GIC | 5,632,907 | 5,299,879 |
| Continental Assurance Co., Synthetic GIC | - | 12,236,921 |
| John Hancock Mutual Life | 2,810,769 | 2,814,319 |
| John Hancock Mutual Life Synthetic GIC | 5,670,611 | 5,337,997 |
| Metropolitan Life Insurance Co., Group Annuity | 14,151,220 | 1,818,435 |
| Monumental Life Insurance Co. | - | 2,471,705 |
| Monumental Life Insurance Co., Synthetic GIC | 13,501,314 | 9,758,762 |
| New York Life Insurance Co., Group Annuity | - | 596,170 |
| New York Life Insurance Co., Group Annuity | 639,213 | 1,518,283 |
| Prudential Insurance Co. | 4,722,067 | 4,423,067 |
| | 47,128,101 | 50,366,518 |
| Participant notes receivable: | | |
| Various | 9,286,654 | 10,118,940 |
| Total investments | 472,249,556 | 510,214,288 |
| Cash | 1,587 | - |
| Receivable from participating employers for participant withholdings and employers' contributions | 20,239,404 | 18,386,228 |
| Accrued interest and dividends | 18,883 | 9,716,282 |
| Total assets | 492,509,430 | 538,316,798 |
| LIABILITIES AND NET ASSETS | | |
| AVAILABLE FOR BENEFITS | | |
| Cash overdraft | - | 24,335 |
| Due to broker | - | 505,289 |

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| | | |
|--|---------------|---------------|
| Accrued expenses | 108,843 | 215,832 |
| Forfeited employers' contributions available to reduce future employers' contributions | 75,040 | 24,640 |
| Total liabilities | 183,883 | 770,096 |
| Net assets available for benefits | \$492,325,547 | \$537,546,702 |

Humana Puerto Rico 1165(e) Retirement Plan

Notes to Financial Statements, Continued

3. Investments, continued:

The changes in net assets available for benefits of the Master Trust for the years ended December 31, 2001 and 2000 are as follows:

| | 2001 | 2000 |
|--|--------------|--------------|
| Additions: | | |
| Investment income: | | |
| Net appreciation in fair value of investments | \$2,247,928 | \$41,526,741 |
| Interest | 6,497,727 | 6,350,903 |
| Dividends | 1,768,398 | 2,105,512 |
| | 10,514,053 | 49,983,156 |
| Transfer from participating plans for contributions: | | |
| Participants | 30,726,196 | 31,054,633 |
| Employers | 29,553,955 | 27,645,373 |
| Transfer from the MSCH Plan | 7,233,121 | - |
| Forfeited employers' contributions | (1,900,632) | (1,066,064) |
| Total additions | 76,126,693 | 107,617,098 |
| Deductions: | | |
| Transfer to participating plans for benefit payments | 63,057,502 | 61,877,894 |
| Administrative expenses | 668,665 | 717,974 |
| Net depreciation in fair value of investments | 57,621,681 | - |
| Total deductions | 121,347,848 | 62,595,868 |
| Net increase (decrease) | (45,221,155) | 45,021,230 |
| Net assets available for benefits: | | |
| Beginning of year | 537,546,702 | 492,525,472 |

End of year \$492,325,547 \$537,546,702

Humana Puerto Rico 1165(e) Retirement Plan

Notes to Financial Statements, Continued

4. Income Tax Status:

The Plan was established pursuant to the provisions of Section 165(e) of the Puerto Rico Income Tax Act of 1954 (the Act). A favorable tax status determination letter dated May 22, 1995 was obtained from the Treasury Department of the Commonwealth of Puerto Rico, which stated that its underlying trust qualifies under the applicable provisions of the Act and, therefore, is exempt from Puerto Rico income taxes. The Plan has been amended since receiving the determination letter; however, the Company and the Plan's tax counsel believe that the Plan is designed and is currently operating in compliance with the applicable requirements of the Act. The Plan was amended to comply with Section 1165(e) of the Puerto Rico Income Tax Act of 1994.

5. Subsequent Event:

Effective January 1, 2002, Humana appointed Schwab Retirement Plan Services, as the new recordkeeper and Charles Schwab Trust Company as the Trustee. With the move to the new Trustee, Humana's Master Trust was divided into a trust for the Humana Retirement and Savings Plan and a Trust for the Humana Puerto Rico 1165(e) Retirement Plan. In addition Humana made the following material changes to the plans:

- The Company matches the contributions of participants immediately upon their participating in the plan, rather than after one year of service.
- Participants are vested in the Company match funds at the end of three years' of employment, with no phased vesting.
- Participants may direct that the Company match, which is initially contributed to the Humana Unitized Common Stock Fund, be transferred to any other fund or funds offered in the plan.
- Participants may contribute funds on an after-tax basis; however, no Company match is made on the after-tax contributions.
- The maximum deferral percentage is increased to 35% of participants' annual compensation, subject to IRS limitations.
- Participants over age 50 may make additional "catch-up" contributions to the extent permitted by law.
- Eligibility requirements relating to numbers of hours worked are eliminated.
- The minimum amount of in-service withdrawals and loans is increased to \$1,000.
- An automatic contribution in the amount of 3% of compensation shall be made for any employee upon hire, unless the employee elects not to participate or selects a different percentage.
- Ten investment options are offered through the Plan, including the Humana Unitized Common Stock Fund and a Personal Choice Retirement Account, which is a brokerage window within the plan.

Humana Puerto Rico 1165(e) Retirement Plan

Notes to Financial Statements, Continued

6. Plan Termination:

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. If the Plan is terminated, the interest of each participant would continue to be nonforfeitable and would be distributed as determined by the Company.

7. Related Party Transactions:

Administrative expenses of the Plan are paid by the Plan and allocated to the participants' accounts.

Humana Puerto Rico 1165(e) Retirement Plan

Plan #004 EIN #61-0647538

Schedule H, Line 4i - Schedule of Assets Held for Investment Purposes at End of Year

December 31, 2001

| Issuer | Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value | Fair Value/ Contract Value |
|-------------------------------|--|-------------------------------|
| Investments, at fair value: | | |
| Plan interest in Master Trust | Various | \$2,292,842 |

Humana Puerto Rico 1165(e) Retirement Plan

Plan #004 EIN #61-0647538

Schedule H, Line 4j - Schedule of Reportable Transactions

December 31, 2001

| Purchase | Selling | Lease | Expense Incurred With | Cost of | Current Value of Asset on Transaction | Net Gain |
|----------|---------|-------|-----------------------------|---------|--|----------|
|----------|---------|-------|-----------------------------|---------|--|----------|

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| Identity of Party Involved | Description of Asset | Price | Price | Rental | Transaction | Asset | Date | of (Loss) |
|-------------------------------|----------------------|-------|-------|--------|-------------|-------|------|-----------|
|-------------------------------|----------------------|-------|-------|--------|-------------|-------|------|-----------|

No reportable transactions.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Humana Puerto Rico 1165(e) Retirement Plan has duly caused this report to be signed by the undersigned thereunto duly authorized.

HUMANA PUERTO RICO 1165(e) RETIREMENT PLAN

BY:

/s/ James H. Bloem

Humana Inc.
James H. Bloem
Senior Vice President and
Chief Financial Officer

June 24, 2002

Exhibit Index

Exhibit 23 Consent of Independent Accountants