

HUMANA INC

Form 4

September 06, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

(X) Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

Fasola, Kenneth J.

500 West Main Street

Louisville, KY 40202

USA

2. Issuer Name and Ticker or Trading Symbol

Humana Inc.

HUM

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

September 4, 2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

() Director () 10% Owner (X) Officer (give title below) () Other

(specify below)

Chief Operating Officer-Market Operations

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) 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	2. Transaction Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common (1)	09/04/02	D (5)	150,000	22,249
Common (1)				24,430

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Put or Call

Edgar Filing: HUMANA INC - Form 4

Phantom Stock Units (51-for-1)							(5)	(5)		Common (1)		14,828	
Option (3)	15.5938						9/17/99	09/04/04		Common (1)		11,086	
Option (3)	15.5938						11/16/99	09/04/04		Common (1)		5,542	
Option (3)	15.5928						11/16/00	09/04/04		Common (1)		5,542	
Option (4)	15.5938						9/17/99	09/04/04		Common (1)		79,110	
Option (4)	15.5938						9/17/99	09/04/04		Common (1)		49,152	
Option (4)	15.5938						9/17/99	09/04/04		Common (1)		24,208	
Option-ISO (4)	15.5938						9/17/99	09/04/04		Common (1)		4,316	
Option-ISO (4)	15.5938						1/15/00	09/04/04		Common (1)		4,316	
Option-ISO (4)	15.5938						1/15/01	09/04/04		Common (1)		4,316	
Option-NQ (4)	15.5938						9/17/99	09/04/04		Common (1)		7,284	
Option-NQ (4)	15.5038						1/15/00	09/04/04		Common (1)		7,284	
Option-NQ (4)	15.5938						1/15/01	09/04/04		Common (1)		7,284	
Option(4)	19.25						1/15/00	09/04/04		Common (1)		10,000	
Option(4)	19.25						1/15/01	09/04/04		Common (1)		10,000	
Option(4)	19.25						1/15/02	09/04/04		Common (1)		4,806	
Option-ISO(4)	19.25						1/15/02	09/04/04		Common (1)		5,194	
Option(4)	7.4688						11/18/00	09/04/04		Common (1)		33,334	
Option(4)	7.4688						11/18/01	09/04/04		Common (1)		33,333	
Option(4)	7.4688	09/04/02	J (7)				09/04/02	09/04/04		Common (1)		33,333	
Option-ISO(4)	12.995	09/04/02	D (6)	6,667		D	3/13/13	3/13/13		Common (1)		0	

Edgar Filing: HUMANA INC - Form 4

		/02)				03	12				
Option-ISO(4)	12.995	09/04	D	(6	6,667	D	3/13/	3/13/	Common	(1)	0	
		/02)				04	12				
Option-ISO(4)	12.995	09/04	D	(6	6,667	D	3/13/	3/13/	Common	(1)	0	
		/02)				05	12				

Explanation of Responses:

(1) Each share of Common Stock contains a Right adopted on March 5, 1987, as amended and restated on February 14, 1996, and amended as of May 27, 1998 and March 1, 1999, pursuant to the Company Rights Agreement, which entitles holders of the Company's Common Stock, in the event certain specified events occur, to acquire 1/100th of a share of Series A Participating Preferred Stock at a price of \$145 per fractional share.

(2) Shares held for my benefit as of July 31, 2002 under the Humana Retirement & Savings Plan ("HRSP") and a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, exempt under Rule 16b-3(c).

(3) Right to buy pursuant to the Company's 1989 Stock Option Plan for Employees.

(4) Right to buy pursuant to the Company's 1996 Stock Incentive Plan.

(5) Phantom stock units held for my benefit as of July 31, 2002 under the Humana Excess Plans, exempt under Rule 16b-3(d).

(6) Cancellation of unvested Restricted Stock Award and unvested Stock Options due to resignation from Company exempt under Rule 16b-3(e).

(7) Vesting of Option accelerated to date of resignation as approved by the Company's Organization and Compensation Committee.