

Edgar Filing: HUMANA INC - Form 4

HUMANA INC
Form 4
April 09, 2003

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() 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

Murray, James E.
500 W. Main St.
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

April 8, 2003

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 & Business Segment 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)	4/8/03	M	125,000	A \$6.5625
Common(1)	4/8/03	F	13,537	D \$9.375
Common(1)				17,809

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 (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Underlying Securities

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Option (2)	6.5625	4/8/0	M		31,250	D	04/14	04/14	Common (1)	0	
		3					/95	/03			
Option (2)	6.5625	4/8/0	M		31,250	D	04/14	04/14	Common (1)	0	
		3					/96	/03			
Option (2)	6.5625	4/8/0	M		31,250	D	04/14	04/14	Common (1)	0	
		3					/97	/03			
Option (2)	6.5625	4/8/0	M		31,250	D	04/14	04/14	Common (1)	0	
		3					/98	/03			
Option (2)	15.5938						9/17/	1/12/	Common (1)	34,400	
							99	05			
Option (4)	15.5938						9/17/	1/9/0	Common (1)	39,936	
							99	7			
Option (4)	15.5938						1/9/0	1/9/0	Common (1)	19,669	
							0	7			
Option-ISO (4)	15.5938						9/17/	1/15/	Common (1)	4,316	
							99	08			
Option-ISO (4)	15.5938						1/15/	1/15/	Common (1)	4,316	
							00	08			
Option-ISO (4)	15.5938						1/15/	1/15/	Common (1)	4,316	
							01	08			
Option-NQ (4)	15.5938						9/17/	1/15/	Common (1)	7,284	
							99	08			
Option-NQ (4)	15.5938						1/15/	1/15/	Common (1)	7,284	
							00	08			
Option-NQ (4)	15.5938						1/15/	1/15/	Common (1)	7,284	
							01	08			
Option (4)	19.25						1/15/	1/15/	Common (1)	10,000	
							00	09			
Option (4)	19.25						1/15/	1/15/	Common (1)	10,000	
							01	09			
Option (4)	19.25						1/15/	1/15/	Common (1)	4,806	
							02	09			
Option-ISO (4)	19.25						1/15/	1/15/	Common (1)	5,194	
							02	09			
Option (4)	7.4688						11/18	11/18	Common (1)	33,334	
							/00	/09			
Option (4)	7.4688						11/18	11/18	Common (1)	33,333	
							/01	/09			
Option (4)	7.4688						11/18	11/18	Common (1)	33,333	
							/02	/09			

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Option-ISO (4)	12.995						3/13/	3/13/	Common (1)	6,667	
							03	12			
Option-ISO (4)	12.995						3/13/	3/13/	Common (1)	6,667	
							04	12			
Option-ISO (4)	12.995						3/13/	3/13/	Common (1)	6,666	
							05	12			
Phantom Stock Units (5	1-for-1						(5)	(5)	Common (1)	6,004	
)											
Option (4)	9.26						3/13/	3/13/	Common (1)	15,224	
							04	13			
Option (4)	9.26						3/13/	3/13/	Common (1)	15,223	
							05	13			
Option (4)	9.26						3/13/	3/13/	Common (1)	5,867	
							06	13			
Option-ISO (4)	9.26						3/13/	3/13/	Common (1)	1,443	
							04	13			
Option-ISO (4)	9.26						3/13/	3/13/	Common (1)	1,444	
							05	13			
Option-ISO (4)	9.26						3/13/	3/13/	Common (1)	10,799	
							06	13			

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

(3) Shares held for my benefit as of April 2, 2003 under the Humana Retirement and 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).

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

(5) Phantom Stock Units held for my benefit as of April 2, 2003 under the Humana Excess Plan exempt under Rule 16b-3(d).