

Edgar Filing: HUMANA INC - Form 4

HUMANA INC

Form 4

April 02, 2002

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

McCallister, Michael B.

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

March 31, 2002

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

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

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

(specify below)

President and Chief Executive Officer

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)	3/1/02	J(6)V	7,658	D \$13.27 245,689
Common (1)	3/1/02	J(6)V	7,658	A 10,346
Common (1)				38,542

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. Put or Call or Other Feature
						Title and Number of Shares	

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Common (2)	11.0131					09/13 09/13	Common (1)	2,000	
						/91 /00			
Common (2)	11.0131					09/13 09/13	Common (1)	2,000	
						/92 /00			
Common (2)	11.0131					09/13 09/13	Common (1)	2,000	
						/93 /00			
Common (2)	6.5625					04/14 04/14	Common (1)	31,250	
						/95 /03			
Common (2)	6.5625					04/14 04/14	Common (1)	31,250	
						/96 /03			
Common (2)	6.5625					04/14 04/14	Common (1)	31,250	
						/97 /03			
Common (2)	6.5625					04/14 04/14	Common (1)	31,250	
						/98 /03			
Common (5)	15.625					07/11 07/11	Common (1)	45,000	
						/97 /06			
Common (5)	15.625					07/11 07/11	Common (1)	45,000	
						/98 /06			
Common (5)	15.625					07/11 07/11	Common (1)	45,000	
						/99 /06			
Phantom Stock Units (41-for-1)	1-for-1					(4) (4)	Common (1)	1,181.5	
Common (5)	15.5938					9/17/ 1/12/	Common (1)	29,240	
						99 05			
Common (5)	15.5938					9/17/ 1/9/0	Common (1)	12,288	
						99 7			
Common (5)	15.5938					1/9/0 1/9/0	Common (1)	6,052	
						0 7			
Common (5)	15.5938					9/17/ 7/10/	Common (1)	7,620	
						99 07			
Common (5)	15.5938					7/10/ 7/10/	Common (1)	22,860	
						00-2 07			
Common-ISO (5)	15.5938					9/17/ 1/15/	Common (1)	4,316	
						99 08			
Common-ISO (5)	15.5938					1/15/ 1/15/	Common (1)	4,316	
						00 08			
Common-ISO (5)	15.5938					1/15/ 1/15/	Common (1)	4,316	
						01 08			
Common-NQ (5)	15.5938					9/17/ 1/15/	Common (1)	7,284	
						99 08			

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Common-NQ (5)	15.5938						1/15/	1/15/	Common (1)	7,284	
							00	08			
Common-NQ (5)	15.5938						1/15/	1/15/	Common (1)	7,284	
							01	08			
Common (5)	19.25						1/15/	1/15/	Common (1)	10,000	
							00	09			
Common (5)	19.25						1/15/	1/15/	Common (1)	10,000	
							01	09			
Common (5)	19.25						1/15/	1/15/	Common (1)	4,806	
							02	09			
Common-ISO (5)	19.25						1/15/	1/15/	Common (1)	5,194	
							02	09			
Common (5)	7.4688						11/18/	11/18/	Common (1)	33,334	
							/00	/09			
Common (5)	7.4688						11/18/	11/18/	Common (1)	33,333	
							/01	/09			
Common (5)	7.4688						11/18/	11/18/	Common (1)	33,333	
							/02	/09			
Common (5)	6.9063						2/11/	2/11/	Common (1)	166,667	
							01	10			
Common (5)	6.9063						2/11/	2/11/	Common (1)	166,667	
							02	10			
Common (5)	6.9063						2/11/	2/11/	Common (1)	152,187	
							03	10			
Common-ISO (5)	6.9063						2/11/	2/11/	Common (1)	14,479	
							03	10			
Common (5)	12.995	3/13/	A	V	16,667	A	3/13/	3/13/	Common (1)	16,667	
		02					03	12			
Common (5)	12.995	3/13/	A	V	8,972	A	3/13/	3/13/	Common (1)	8,972	
		02					04	12			
Common (5)	12.995	3/13/	A	V	8,971	A	3/13/	3/13/	Common (1)	8,971	
		02					05	12			
Common-ISO (5)	12.995	3/13/	A	V	7,695	A	3/13/	3/13/	Common (1)	7,695	
		02					04	12			
Common-ISO (5)	12.995	3/13/	A	V	7,695	A	3/13/	3/13/	Common (1)	7,695	
		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's Rights

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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 January 31, 2002 pursuant to 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) Phantom Stock Units held for my benefit as of January 31, 2002, under the Humana Excess Plan exempt under Rule 16b-3(d).

(5) Right to buy pursuant to the Company's 1996 Stock Incentive Plan for Employees.

(6) Shares held by a FamilyTrust ("Trust") of which my wife and I are trustees. I disclaim beneficial ownership of Company stock held by the Trust except to the extent of my pecuniary interest.