

HUMANA INC  
Form 4  
February 28, 2005

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

**OMB APPROVAL**

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McCulley Steven E

(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)

02/24/2005

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Vice President & Controller

6. 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|--|
| Humana<br>Inc. <sup>(1)</sup>         | 02/24/2005                              |   | A                                    | V Amount (A) or (D) Price<br>2,100 A \$<br>0.1667                       | 2,100  | D  |  |
| Humana<br>Inc. <sup>(1)</sup>         |   |   |                                      |   | 404  | I  | See<br>Footnote<br><sup>(2)</sup>  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not  
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SEC 1474  
(9-02)

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**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 |
| <u>Options (3)</u>                         | \$ 15.5938   |                                      |  |                                |   |  |     | <u>(5)</u>  | <u>(5)</u>      | Humana Common <u>(1)</u> | 7,101                      |
| <u>Options (3)</u>                         | \$ 19.25   |                                      |  |                                |   |  |     | 01/15/2002  | 01/15/2009      | Humana Common <u>(1)</u> | 6,000                      |
| <u>Options (4)</u>                         | \$ 32.7  | 02/24/2005                           |  | A                              |   | 17,900   |     | <u>(9)</u>  | 02/24/2012      | Humana Common <u>(1)</u> | 17,900                     |
| <u>Options (3)</u>                         | \$ 12.995  |                                      |  |                                |   |  |     | <u>(6)</u>  | <u>(6)</u>      | Humana Common <u>(1)</u> | 10,000                     |
| <u>Options (3)</u>                         | \$ 9.26  |                                      |  |                                |   |  |     | <u>(7)</u>  | <u>(7)</u>      | Humana Common <u>(1)</u> | 20,000                     |
| <u>Options (4)</u>                         | \$ 21.275  |                                      |  |                                |   |  |     | <u>(8)</u>  | <u>(8)</u>      | Humana Common <u>(1)</u> | 15,000                     |
| Phantom Stock Units                        | <u>(10)</u>  |                                      |  |                                |   |  |     | <u>(10)</u>   | <u>(10)</u>     | Humana Common <u>(1)</u> | 7                          |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| McCulley Steven E<br>HUMANA INC.<br>500 WEST MAIN STREET<br>LOUISVILLE, KY 40202 | Vice President & Controller      |

## Signatures

Steven E.  
McCulley

02/25/2005

    Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Each share of Common Stock contains a Right adopted on March 5, 1987, pursuant to the Company Rights Agreement, as amended and restated on February 14, 1996, and amended as of May 27, 1998 and March 1, 1999, which entitles holders of the Company's Common Stock, in the event certain specified events occur, to acquire 1/100 of a share of Series A Participating Preferred Stock at a price of \$145 per fractional share.
- (2) Stock units held for the benefit of reporting person as of January 31, 2005 under the Humana Retirement & Savings Plan including a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, both exempt under Rule 16b-3(c).
- (3) Right to buy pursuant to the Company's 1996 Stock Incentive Plan for Employees.
- (4) Right to buy pursuant to Humana Inc.'s 2003 Stock Incentive Plan.
- (5) Non-qualified stock options granted to reporting person on 9/17/98, all fully vested with 2,064 expiring on 1/12/05, 2,751 expiring on 1/9/07 and 4,350 expiring on 1/15/08.
- (6) Non-qualified stock options granted to reporting person on 3/13/02, vesting in three increments from 3/13/03 to 3/13/05.
- (7) Non-qualified stock options granted to reporting person on 3/13/03, vesting in three increments from 3/13/04 to 3/13/06.
- (8) Non-qualified stock options granted to reporting person on 2/24/04, vesting in three increments from 2/24/05 to 2/24/07.
- (9) Incentive and Non-Qualified stock options granted to reporting person on 2/24/05, both vesting in three increments from 2/24/06 to 2/24/08.
- (10) Phantom Stock Units held for the benefit of reporting person as of January 31, 2005, 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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