DAMELIO FRANK A

Check this box

if no longer

subject to

Form 4 October 02, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

OMB APPROVAL

burden hours per response...

Section 16. Form 4 or Form 5 obligations may continue.

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 See Instruction

1(b).

Common

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading DAMELIO FRANK A Issuer Symbol HUMANA INC [HUM] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify PFIZER INC., 235 EAST 42ND 09/30/2008 below) STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10017 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Security (Month/Day/Year) Execution Date, if Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Humana 9,277 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: DAMELIO FRANK A - Form 4

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. Transactic Code (Instr. 8)		6. Date Exercise Expiration Date (Month/Day/Y	te Underlying Securi		Securities	8. De Se (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (4)	\$ 18.03					09/11/2004	09/11/2013	Humana Common	15,000	
Option (4)	\$ 23.05					01/02/2005	01/02/2014	Humana Common	2,500	
Stock Unit (1)	(1)					<u>(1)</u>	<u>(1)</u>	Humana Common	4,052	
Stock Unit (2)	<u>(2)</u>					(2)	(2)	Humana Common	1,607	
Stock Unit (3)	\$ 40.77 (3)	09/30/2008		A	617	<u>(3)</u>	<u>(3)</u>	Humana Common	617	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
r	Director	10% Owner	Officer	Other		
DAMELIO FRANK A PFIZER INC. 235 EAST 42ND STREET NEW YORK, NY 10017	X					

Signatures

Frank A.
D'Amelio

**Signature of Reporting Person

To/01/2008

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) Annual Director's fee payable in stock units, deferred at the election of the reporting person until his resignation of services as a director at which time the stock units will be payable in Humana Inc. common stock on a 1-for-1 basis, exempt pursuant to Rule 16(b)-3(d)(1).
- Annual Director's fee payable in stock units which have been deferred at the election of the reporting person until his resignation of (2) services as a director at which time the stock units will be payable in Humana Inc. common stock on a 1-for-1 basis (over a five-year period), exempt pursuant to Rule 16(b)-3(d)(1).

Reporting Owners 2

Edgar Filing: DAMELIO FRANK A - Form 4

- Director's cash fee elected to be converted into stock units, deferred at the election of the reporting person until his resignation of services
- (3) as a director at which time the stock units will be payable in Humana Inc. common stock on a 1-for-1 basis (over a five-year period), exempt pursuant to Rule 16(b)-3(d)(1).
- (4) Right to buy pursuant to Humana Inc.'s 2003 Stock Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.