

Edgar Filing: HUMANA INC - Form 5

HUMANA INC

Form 5

January 30, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

() Form 3 Holdings Reported

() Form 4 Transactions Reported

1. Name and Address of Reporting Person

Gellert, Michael E.

Windcrest Partners

122 East 42nd Street, 34th Floor

New York, NY 10168-0130

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

December 31, 2001

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

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

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

(specify below)

7. Individual or Joint/Group Reporting (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. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Year
Common (1)				127,917
Common(1)	03/20/2001	J(4)	800	2,700

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	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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	Secu rity			Amount	D cisa- ble	Date	of Shares		
Option (2)	\$17.625				1/3/9 5	1/3/0 4	Common (1)	5,000	
Option (2)	\$22.4375				1/3/9 6	1/3/0 5	Common (1)	5,000	
Option (2)	\$26.9375				1/2/9 7	1/2/0 6	Common (1)	5,000	
Option (2)	\$18.9375				1/2/9 8	1/2/0 7	Common (1)	5,000	
Option (2)	\$21.25				1/2/9 9	1/2/0 8	Common (1)	5,000	
Option (2)	\$18.7813				1/4/0 0	1/4/0 9	Common (1)	5,000	
Option (2)	\$7.875				1/3/0 1	1/3/1 0	Common (1)	5,000	
Option (2)	\$14.7813				1/2/0 2	1/2/1 1	Common (1)	5,000	

Explanation of Responses:

(1) Each share of Common Stock contains a Right adopted on March 5, 1987, pursuant to the Company's 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) Right to buy pursuant to the Company's 1989 Stock Option Plan for Non-Employee Directors.

(3) Award of stock in lieu of director fees exempt under 16(b)-3(d)(1).

(4) Distribution to trust beneficiary upon reaching age 30 - family member living outside of household, exempt under 16a-2(d)(1). Shares are held in family Trusts of which I am Trustee. I have sole voting and dispositive powers. I disclaim beneficial ownership of Company stock held by the Trusts except to the extent of my pecuniary interest. I became successor Trustee upon the death of my brother. Final paperwork was completed in February 2001.