

# Edgar Filing: HUMANA INC - Form 4

HUMANA INC

Form 4

January 03, 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

December 31, 2002

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)				172,865
Common(1)				14,643

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)	11.0131					09/13 09/13	Common (1)	2,500
						/91  /00		
Option (2)	11.0131					09/13 09/13	Common (1)	2,500
						/92  /00		
Option (2)	11.0131					09/13 09/13	Common (1)	2,500
						/93  /00		
Option (2)	6.5625					04/14 04/14	Common (1)	31,250
						/95  /03		
Option (2)	6.5625					04/14 04/14	Common (1)	31,250
						/96  /03		
Option (2)	6.5625					04/14 04/14	Common (1)	31,250
						/97  /03		
Option (2)	6.5625					04/14 04/14	Common (1)	31,250
						/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		

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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		
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	12/31 A(5)	6,004	A	(5)	(5)	Common (1)	6,004	
)		/02						

## 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 January 31, 2002 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 December 31, 2002 under the Humana Excess Plan exempt under Rule 16b-3(d). The number of shares being reported represent annual "acquisition" under the plan as of December 31, 2002.