

NOLAND THOMAS T JR

Form 4

January 08, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

(X) 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
 Noland, Jr., Thomas T.
 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
 December 12, 2001
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner Officer (give title below) Other
 (specify below)
 Senior Vice President of Corporate Communications
7. Individual or Joint/Group Filing (Check Applicable Line)
 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)				30,000
Common (1)				2,500
Common (1)				32
Common (1)				1,056
Common (1)				7,988
Common (1)				2,042

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction	4. Transaction	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration	7. Title and Amount of Underlying Securities	8. Percentage of Total
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Transaction	Exercise Price	Date	Code	V	Amount	red(A) or Disposed of (D)	Date (Month/Day/Year)	Expiration Date	Title and Number of Shares
Option (3)	15.5938						9/17/99	1/15/08	Common (1) 2,900
Option (3)	15.5938						1/15/00	1/15/08	Common (1) 2,900
Option (3)	15.5938						1/15/01	1/15/08	Common (1) 2,900
Option (3)	15.5938						9/17/99	7/10/07	Common (1) 9,525
Option (3)	15.5938						7/10/00	7/10/07	Common (1) 9,525
Option (3)	15.5938						7/10/01	7/10/07	Common (1) 9,525
Option (3)	15.5938						7/10/02	7/10/07	Common (1) 9,525
Option (3)	19.25						1/15/00	1/15/09	Common (1) 1,667
Option (3)	19.25						1/15/01	1/15/09	Common (1) 1,667
Option (3)	19.25						1/15/02	1/15/09	Common (1) 1,666
Option (3)	9.5938						9/9/00	9/9/09	Common (1) 5,000
Option (3)	9.5938						9/9/01	9/9/09	Common (1) 5,000
Option (3)	9.5938						9/9/02	9/9/09	Common (1) 5,000
Phantom Stock Units (41-for-1)							(4)	(4)	Common (1) 349

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 as amended on May 27, 1998 and March 1, 1999, pursuant to the Company Rights Agreement 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.

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(2) Shares held for the benefit of myself and my wife as of October 31, 2001,, 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.

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

(4) Phantom Stock Units held for my benefit as of October 31, 2001 under the Humana Excess Plan, exempt under Rule 16b-3(d).