

HUMANA INC
Form 4
May 15, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MURRAY JAMES 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)
05/12/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Operating Officer

6. 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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (D) Price			
Humana Common	05/12/2006		G	359 D \$ 44.6	231,619	D	
Humana Common					7,361	I	See Footnote (1)
Humana Common					20,248	I	See Footnote (2)

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (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)

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
Options <u>(3)</u>	\$ 15.5938					01/09/2000 ⁽⁴⁾	01/09/2007	Humana Common	59,605
Options <u>(3)</u>	\$ 15.5938					01/15/2001 ⁽⁵⁾	01/15/2008	Humana Common	34,800
Options <u>(3)</u>	\$ 19.25					01/15/2002 ⁽⁶⁾	01/15/2009	Humana Common	30,000
Options <u>(3)</u>	\$ 7.4688					11/18/2002 ⁽⁷⁾	11/18/2009	Humana Common	100,000
Options <u>(10)</u>	\$ 32.7					⁽¹²⁾	02/24/2012	Humana Common	110,000
Options <u>(3)</u>	\$ 12.995					03/13/2005 ⁽⁸⁾	03/13/2012	Humana Common	20,000
Options <u>(3)</u>	\$ 9.26					03/13/2006 ⁽⁹⁾	03/13/2013	Humana Common	50,000
Options <u>(10)</u>	\$ 21.275					⁽¹¹⁾	02/24/2014	Humana Common	85,000
Options <u>(10)</u>	\$ 53.96					⁽¹³⁾	02/23/2013	Humana Common	84,720
Phantom Stock Units	⁽¹⁴⁾					⁽¹⁴⁾	⁽¹⁴⁾	Humana Common	13,994

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

