

Edgar Filing: HUMANA INC - Form 4

HUMANA INC
 Form 4
 March 05, 2002

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
 Liston, Thomas J.
 Humana Inc.
 500 W. Main Street
 Louisville, KY 40202
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
 February 28, 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)
 Senior Vice President - Strategy & Corporate Development
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)		5. Amount of Securities Beneficially Owned at End of Month	
			Amount	Price		
Common (1)	2/14/02	F	V	2,145	\$13.27	53,855
Common (1)						880
						880
						720
						12,472

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 (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Percentage of Total Ownership
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	Price of			posed of (D)	Day/Year)				Title and Number	
	Deriva-				Date Expir				of Shares	
	tive			A/	Exer-ation					
	Secu-			D	cisa-Date					
	urity	Date	Code	V	Amount	ble				
Option (2)	15.5938					9/17/1/15/	1999	108	Common (1)	5,800
Option (2)	15.5938					1/15/1/15/	1000	108	Common (1)	5,800
Option (2)	15.5938					1/15/1/15/	1001	108	Common (1)	5,800
Option (2)	15.5938					9/17/1/9/0	1999	17	Common (1)	24,576
Option (2)	15.5938					1/9/01/9/0	1000	17	Common (1)	12,104
Option (2)	15.5938					9/17/8/12/	1999	106	Common (1)	26,370
Option (2)	15.5938					9/17/9/17/	1999	108	Common (1)	6,090
Option (2)	15.5938					9/17/1/12/	1999	105	Common (1)	13,760
Option (2)	19.25					1/15/1/1/5	1000	109	Common (1)	6,667
Option (2)	19.25					1/15/1/15/	1001	109	Common (1)	6,667
Option (2)	19.25					1/15/1/15/	1002	109	Common (1)	6,666
Option (2)	9.5938					9/9/09/9/0	1000	19	Common (1)	3,334
Option (2)	9.5938					9/9/09/9/0	1001	19	Common (1)	3,333
Option (2)	9.5938					9/9/09/9/0	1002	19	Common (1)	3,333
Option-ISO (2)	7.0938					7/13/7/13/	1001	10	Common (1)	14,096
Option-ISO (2)	7.0938					7/13/7/13/	1002	10	Common (1)	14,096
Option-ISO (2)	7.0938					7/13/7/13/	1003	10	Common (1)	14,096
Option-NQ (2)	7.0938					7/13/7/13/	1001	10	Common (1)	2,571
Option-NQ (2)	7.0938					7/13/7/13/			Common (1)	2,571

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							02	10			
Option-NQ (2)	7.0938						7/13/03	7/13/10	Common (1)	2,570	
Phantom Stock Units (41-for-1)							(4)	(4)	Common (1)	2,549.7	

Explanation of Responses:

(1) Each share of Common Stock contains a Right adopted on March 5, 1987, pursuant to the Company 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 Company's 1996 Stock Incentive Plan for Employees.

(3) Shares held for my benefit as of June 30, 2000 under the Humana Retirement & 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) Phantom stock units held for my benefit as of December 31, 2001 under the Humana Excess Plans, exempt under Rule 16b-3(d).