

Edgar Filing: HUMANA INC - Form 4

HUMANA INC
 Form 4
 April 02, 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
 Shields, R. Eugene
 Humana Inc.
 500 West 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
 March 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)
 Senior Vice President - Government Programs
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. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common (1)				154,029
Common (1)				7,858
Common (1)				1,277
Common (1)				1,276
Common (1)				1,276

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

1. Title of Derivative Security	2. Conversion or Exercise Price of	3. Transaction	4. Derivative Securities Acquired (A) or Disposed of (D)	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 Underlying Securities
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Derivative Security	Date	Code	V	Amount	Date	Expiration	Title and Number of Shares	
Option (2)	15.5938				9/17/99	1/15/08	Common (1) 5,800	
Option (2)	15.5938				1/15/00	1/15/08	Common (1) 5,800	
Option (2)	15.5938				1/15/01	1/15/08	Common (1) 5,800	
Option (2)	15.5938				9/17/99	9/17/08	Common (1) 30,450	
Option (2)	15.5938				9/17/99	1/9/07	Common (1) 15,360	
Option (2)	15.5938				1/9/00	1/9/07	Common (1) 7,565	
Option (2)	15.5938				9/17/99	1/12/05	Common (1) 3,440	
Option (2)	19.25				1/15/00	1/15/09	Common (1) 6,667	
Option (2)	19.25				1/15/01	1/15/09	Common (1) 6,667	
Option (2)	19.25				1/15/02	1/15/09	Common (1) 6,666	
Option (2)	9.5938				9/9/99	9/9/09	Common (1) 6,667	
Option (2)	9.5938				9/9/99	9/9/09	Common (1) 6,667	
Option (2)	9.5938				9/9/99	9/9/09	Common (1) 6,666	
Phantom Stock Units (41-for-1)					(4)	(4)	Common (1) 2,689.8	
Option-ISO (2)	12.995	3/13/02	A	V 6,667	A	3/13/03	3/13/12	Common (1) 6,667
Option-ISO (2)	12.995	3/13/02	A	V 6,667	A	3/13/04	3/13/12	Common (1) 6,667
Option-ISO (2)	12.995	3/13/02	A	V 6,666	A	3/13/05	3/13/12	Common (1) 6,666

Explanation of Responses:

(1) Each share of Common Stock contains a Right adopted on March 5, 1987, as

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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 1996 Stock Incentive Plan for Employees.

(3) Shares held for my benefit as of January 31, 2002 under the Humana Retirement & Savings Plan ("HRSP") exempt under Rule 16b-3(c) 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 January 31, 2002 under the Humana Excess Plan, exempt under Rule 16b-3(d).

(5) Exempt transfer of shares to my children, all over the age of majority, but who receive investment advice from me.