

MCCALLISTER MICHAEL B
Form 4
December 20, 2004

FORM 4

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

OMB APPROVAL

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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 *
MCCALLISTER MICHAEL B

(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)
12/16/2004

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)
President & CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Humana Common <u>(1)</u> | 12/16/2004 | | G | | 1,934 | D | \$ 0 |
| Humana Common <u>(1)</u> | 12/16/2004 | | G | | 1,480 | D | \$ 0 |
| Humana Common <u>(1)</u> | 12/16/2004 | | J | | 1,480 | A | \$ 0 |
| Humana Common <u>(1)</u> | | | | | 38,653 | I | |

See Footnote (16)

See Footnote (2)

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

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(9-02)

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) | 8. F. Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| <u>Options</u> (3) | \$ 15.625 | | | | | <u>(4)</u> | 07/11/2006 | Humana Common (1) | 135,000 |
| <u>Options</u> (3) | \$ 15.5938 | | | | | 09/17/1999 | 01/12/2005 | Humana Common (1) | 29,240 |
| <u>Options</u> (3) | \$ 15.5938 | | | | | <u>(5)</u> | 01/09/2007 | Humana Common (1) | 18,340 |
| <u>Options</u> (3) | \$ 15.5938 | | | | | <u>(6)</u> | 07/10/2007 | Humana Common (1) | 30,480 |
| <u>Options</u> (3) | \$ 15.5938 | | | | | <u>(7)</u> | 01/15/2008 | Humana Common (1) | 34,800 |
| <u>Options</u> (3) | \$ 19.25 | | | | | <u>(8)</u> | 01/15/2009 | Humana Common (1) | 30,000 |
| <u>Options</u> (3) | \$ 7.4688 | | | | | <u>(9)</u> | 11/18/2009 | Humana Common (1) | 100,000 |
| <u>Options</u> (3) | \$ 6.9063 | | | | | <u>(10)</u> | 02/11/2010 | Humana Common (1) | 500,000 |
| | \$ 12.995 | | | | | <u>(11)</u> | 03/13/2012 | | 50,000 |

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- (10) Incentive and Non-qualified stock options granted to reporting person on 2/11/00, NQ options vesting in three increments from 2/11/01 to 2/11/03, and ISO's vesting on 2/11/03.
- (11) Incentive and Non-qualified stock options granted to reporting person on 3/13/02, NQ options vesting in three increments from 3/13/03 to 3/13/05, ISO's vesting in two increments on 3/13/04 and 3/13/05.
- (12) Incentive and Non-qualified stock options granted to reporting person on 3/13/03, NQ options vesting in three increments from 3/13/04 to 3/13/06, and ISO's vesting on 3/13/06.
- (13) Right to buy pursuant to Company's 2003 Stock Incentive Plan.
- (14) Incentive and Non-qualified stock options granted to reporting person on 2/24/04, NQ options vesting in three increments from 2/24/05 to 2/24/07, and ISO's vesting on 2/24/07.
- (15) Phantom Stock Units held for the benefit of reporting person as of November 30, 2004, based on the value of Humana common stock on a 1-for-1 basis, under the Humana Excess Plan exempt under Rule 16b-3(c and d).
- (16) Shares held in a trust for the benefit of reporting person's minor children.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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