#### GOODMAN BRUCE J

Form 4

January 12, 2005

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * GOODMAN BRUCE J			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			HUMANA INC [HUM]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
HUMANA INC., 500 WEST MAIN			01/11/2005	_X_ Officer (give title Other (specify below)			
STREET				Sr VP & Chief Serv. & Info. Of			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
				_X_ Form filed by One Reporting Person			
LOHICVILI	E KV 4020	)2		Form filed by More than One Reporting			

Person

#### LOUISVILLE, KY 40202

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit corr Dispos (Instr. 3, 4	ed of		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)
Humana Common	01/11/2005		M		A	\$ 9.26	129,896	D	
Humana Common	01/11/2005		M	16,667	A	\$ 9.5938	146,563	D	
Humana Common	01/11/2005		S	33,334	D	\$ 0 (2)	113,229	D	
Humana Common							7,967	I	See Footnote

<u>(1)</u>

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

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SEC 1474 (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. Transacti Code (Instr. 8)	5. Number of etionDerivative Securities 3) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day)	ate	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 (4)	\$ 11.625						<u>(5)</u>	04/12/2009	Humana Common	50,000
Options (4)	\$ 9.5938	01/11/2005		M		16,667	<u>(6)</u>	09/09/2009	Humana Common	16,667
Options (4)	\$ 12.995						<u>(7)</u>	03/13/2012	Humana Common	30,000
Options (4)	\$ 12.515						<u>(8)</u>	11/07/2012	Humana Common	30,000
Options (4)	\$ 9.26	01/11/2005		M		16,667	<u>(9)</u>	03/13/2013	Humana Common	16,667
Options (10)	\$ 21.275						(11)	02/24/2014	Humana Common	70,000
Phantom Stock Units	(12)						(12)	(12)	Humana Common	4,142

#### Edgar Filing: GOODMAN BRUCE J - Form 4

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GOODMAN BRUCE J HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202

Sr VP & Chief Serv. & Info. Of

### **Signatures**

Bruce J.

Goodman 01/11/2005

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- 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) Shares sold by reporting person at prices between \$31.00 and \$31.25.
- (3) Stock units held for the benefit of reporting person as of December 31, 2004 under the Humana Retirement & Savings Plan including a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, both exempt under Rule 16b-3(c).
- (4) Right to buy pursuant to the Company's 1996 Stock Incentive Plan for Employees.
- (5) Incentive and Non-Qualified stock options granted to reporting person on 4/12/99, vesting in four increments each from 4/12/01 to 4/12/04.
- Incentive and Non-Qualified stock options granted to reporting person on 9/9/99, NQ options vesting in two increments on 9/9/01 and 9/9/02, and ISO's vesting on 9/9/00.
- (7) 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, and ISO's vesting on 3/13/05.
- (8) Non-Qualified stock options granted to reporting person on 11/7/02, vesting in three increments from 11/7/03 to 11/7/05.
- (9) 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.
- (10) Right to buy pursuant to the Company's 2003 Stock Incentive Plan.
- (11) 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.
- (12) Phantom Stock Units held for the benefit of reporting person as of December 31, 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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