#### **ROBBINS JAMES O**

Form 4

January 05, 2006

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number: January 31,

**OMB APPROVAL** 

Expires: 2005 Estimated average

0.5

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

obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** ROBBINS JAMES O		Symbol	2. Issuer Name and Ticker or Trading Symbol HUMANA INC [HUM]			5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
	MUNICATIONS	(Month/Da) 01/03/20	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006			X Director Officer (gives	109	% Owner er (specify	
INC., 1400 L NE	LAKE HEARN D	PRIVE				below)	below)		
		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
ATLANTA,	GA 30319					Form filed by Person	More than One Ro	eporting	
(City)	(State)	(Zip) Table	e I - Non-De	erivative S	ecurities Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4)	(A) or of (D)	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 (1)						0	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (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)

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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)	n Date, if Transaction of Derivative Expiration Date Code Securities (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securi (Instr.		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Unit (2)	<u>(2)</u>	01/03/2006		A	1,821	(2)	(2)	Humana Common	1,821	\$
Stock Unit (3)	<u>(3)</u>					(3)	(3)	Humana Common	7,500	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
• 6	Director	10% Owner	Officer	Other		
ROBBINS JAMES O COX COMMUNICATIONS INC. 1400 LAKE HEARN DRIVE NE ATLANTA, GA 30319	X					

# **Signatures**

James O.
Robbins

\*\*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.
- Annual director's fee payable in stock units which have been deferred at the election of the reporting person until December 31, 2009 at (2) which time they will be payable over a five-year period in Humana Inc. common stock on a 1-for-1 basis, exempt pursuant to Rule 16(b)-6(b).
- (3) Initial award of restricted stock units payable upon termination of services as a director at which time they will be payable in Humana Inc. common stock on a 1-for-1 basis, exempt pursuant to Rule 16(b)-3(d).

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

Reporting Owners 2

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