

Edgar Filing: HUMANA INC - Form 4

HUMANA INC

Form 4

December 20, 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

Lord, M.D., Jonathan T.

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

December 19, 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 and Chief Innovation Officer

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) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common(1)	12/19/02	M	25,000	A \$6.625
Common(1)	12/19/02	S	25,000	D \$10.36
Common(1)				412

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Underlying Securities

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	Secu- rity	Date	Code	V	Amount	D	cisa- ble	Date	of Shares	
Options-NQ (2)	6.6250	12/19/02	M		19,906	A	5/18/01	5/18/10	Common (1)	0
Options-NQ (2)	6.6250	12/19/02	M		5,094	A	5/18/02	5/18/10	Common (1)	29,812
Options-NQ (2)	6.6250						5/18/03	5/18/10	Common (1)	34,906
Options-ISO (2)	6.6250						5/18/01	5/18/10	Common (1)	15,094
Options-ISO (2)	6.6250						5/18/02	5/18/10	Common (1)	15,094
Options-ISO (2)	6.6250						5/18/03	5/18/10	Common (1)	15,094
Options-NQ (2)	12.995						3/13/03	3/13/12	Common (1)	10,000
Options-NQ (2)	12.995						3/13/04	3/13/12	Common (1)	2,305
Options-NQ (2)	12.995						3/13/05	3/13/12	Common (1)	2,305
Options-ISO (2)	12.995						3/13/04	3/13/12	Common (1)	7,695
Options-ISO (2)	12.995						3/13/05	3/13/12	Common (1)	7,695

Explanation of Responses:

(1) Each share of Common Stock contains a Right adopted on March 5, 1987, as amended and restated on February 14, 1996, and amended as of May 27, 1998 and March 1, 1999, pursuant to the Company Rights Agreement, 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 November 30, 2002 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).