

MCCALLISTER MICHAEL B
Form 4
August 25, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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)
08/22/2008

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Humana Common					13,093	I	See Footnote (1)
Humana Common					14,010	I	See Footnote (2)
Humana Common					3,948	I	See Footnote (3)
Humana Common	08/22/2008		M		24,806	A	\$ 19.25
					468,704	D	

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Humana Common	08/22/2008	F	10,176	D	\$ 46.92	458,528	D	
Humana Common	08/22/2008	F	6,511	D	\$ 47.56	452,017	D	
Humana Common						38,632	I	See Footnote <u>(4)</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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
<u>(5)</u> Options	\$ 19.25	08/22/2008		M	24,806	<u>(6)</u>	01/15/2009	Humana Common	24,806
<u>(9)</u> Options	\$ 32.7					<u>(11)</u>	02/24/2012	Humana Common	250,000
<u>(5)</u> Options	\$ 12.995					<u>(7)</u>	03/13/2012	Humana Common	34,610
<u>(5)</u> Options	\$ 9.26					<u>(8)</u>	03/13/2013	Humana Common	189,201
<u>(9)</u> Options	\$ 21.275					<u>(10)</u>	02/24/2014	Humana Common	195,300
<u>(9)</u> Options	\$ 53.96					<u>(12)</u>	02/23/2013	Humana Common	150,000
<u>(9)</u> Options	\$ 62.1					<u>(13)</u>	02/22/2014	Humana Common	129,758
<u>(9)</u> Options	\$ 69.475					<u>(14)</u>	02/21/2015	Humana Common	159,585
Phantom Stock	<u>(15)</u>					<u>(15)</u>	<u>(15)</u>	Humana Common	1,156

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