REYNOLDS W ANN Form 4

November 26, 2008

FORM 4

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

OMB APPROVAL OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

2005

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

burden hours per response... 0.5

Estimated average

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * REYNOLDS W ANN			2. Issuer Symbol	Name and	Ticker or Trading	5. Relationship Issuer	5. Relationship of Reporting Person(s) to Issuer		
			HUMAN	•	•	(C	heck all applicable)		
(Last)	(First)	(Middle)	3. Date of	Earliest Tr	ansaction				
			(Month/Da	ay/Year)		_X_ Director	10% Owne	er	
130 WEST 67TH STREET			11/25/20	800		Officer (g	Officer (give title below) Other (specific below)		
	(Street)		4. If Amer	ndment, Da	te Original	6. Individual o	r Joint/Group Filing(Che	eck	
			Filed(Mont	th/Day/Year)	Applicable Line _X_ Form filed) by One Reporting Person		
NEW YORK	K, NY 10023					Form filed b	by More than One Reporting	g	
(City)	(State)	(Zip)	Table	e I - Non-D	Perivative Securities	Acquired, Disposed	d of, or Beneficially Ov	vne	
1.Title of	2. Transaction	Date 2A. Deer	ned	3.	4. Securities	5. Amount of	6. Ownership 7. Na	atuı	
~ .	(3 f 1 /m /r r					~			

(City)	(State) (2	Table	I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securi		r	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	• •	any	Code	Disposed	of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
					(A) or		Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
			Code V	Amount	(D)	Price	(IIISu. 3 and 4)		
Humana Common	11/25/2008		S	5,000	D	\$ 28	29,279	D	
Humana Common							87	I	See Footnote

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

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$\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	5. Dr.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	7. Title and A Underlying S (Instr. 3 and	Securities	8. Prio Deriv Secur (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options (2)	\$ 18.7813					01/04/2000	01/04/2009	Humana Common	5,000	
Options (2)	\$ 7.875					01/03/2001	01/03/2010	Humana Common	5,000	
Options (3)	\$ 14.7813					01/02/2002	01/02/2011	Humana Common	5,000	
Options (3)	\$ 11.55					01/02/2003	01/02/2012	Humana Common	5,000	
Options (3)	\$ 10.19					01/02/2004	01/02/2013	Humana Common	5,000	
Options (4)	\$ 23.05					01/02/2005	01/02/2014	Humana Common	2,500	
Stock Unit (5)	(5)					<u>(5)</u>	<u>(5)</u>	Humana Common	1,607	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
REYNOLDS W ANN 130 WEST 67TH STREET NEW YORK, NY 10023	X						
Ciara atrusa a							

Signatures

W. Ann Reynolds, Ph.D.	11/25/2008
**Signature of Reporting Person	Date

Reporting Owners 2

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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).
- (1) Shares held by reporting person's spouse.
- (2) Right to buy pursuant to Humana Inc.'s 1989 Stock Option Plan for Non-Employee Directors.
- (3) Right to buy pursuant to Humana Inc.'s 1996 Incentive Stock Option Plan.
- (4) Right to buy pursuant to Humana Inc.'s 2003 Stock Incentive Plan.
- Annual Director's fee payable in stock units which have been deferred at the election of the reporting person until her resignation of (5) services as a director at which time the stock units will be payable in Humana Inc. common stock on a 1-for-1 basis, exempt pursuant to Rule 16(b)-3(d)(1).

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.