HUMANA INC Form 4 December 19, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **OBRIEN JAMES J/KY**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(First) (Middle) HUMANA INC [HUM] 3. Date of Earliest Transaction

(Month/Day/Year) 12/18/2008

X_ Director

(Check all applicable)

10% Owner Other (specify Officer (give title

ASHLAND INC., 50 E. RIVERCENTER BOULEVARD

(Street)

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 Form filed by More than One Reporting

below)

COVINGTON, KY 41012

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			d of (D) 5)	5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Humana Common	12/18/2008		Code V P	Amount 800	(D)	Price \$ 33.67	800	D	
Humana Common	12/18/2008		P	100	A	\$ 33.59	900	D	
Humana Common	12/18/2008		P	100	A	\$ 33.58	1,000	D	

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title and A		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Underlying Securities		Derivative
Security (Instr. 3)	or Exercise Price of		any (Month/Day/Year)	Code (Instr. 8)	of Derivative	(Month/Day.	(Tear)	(Instr. 3 and	4)	Security (Instr. 5)
(msu. 5)	Derivative		(month/buj/rear)	(Instr. 0)	Securities					(111541.5)
	Security				Acquired					
					(A) or					
					Disposed					
					of (D) (Instr. 3,					
					4, and 5)					
									Amount	
						D.	Б		or	
						Date Exercisable	Expiration Date	Title	Number	
						Excicisable	Date		of	
				Code V	(A) (D)				Shares	
Stock	<u>(1)</u>					(1)	(1)	Humana	1,607	
Unit <u>(1)</u>						_	_	Common	1,507	

Reporting Owners

Relationships

OBRIEN JAMES J/KY ASHLAND INC. 50 E. RIVERCENTER BOULEVARD COVINGTON, KY 41012



Signatures

James J. O'Brien 12/18/2008

**Signature of Person Date

Reporting Person

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).
- Annual Director's fee payable in stock units which have been deferred at the election of the reporting person until his resignation of (1) 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.

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