LORD JONATHAN T MD

Form 4

February 05, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

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

(Middle)

(Zip)

See Instruction 1(b).

(Print or Type Responses)

(Last)

STREET

(City)

1. Name and Address of Reporting Person * LORD JONATHAN T MD

(First)

HUMANA INC., 500 WEST MAIN

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Person

HUMANA INC [HUM]

3. Date of Earliest Transaction

(Month/Day/Year)

02/04/2009

Director 10% Owner Other (specify X_ Officer (give title

(Check all applicable)

below) Sr VP & Chief Innovation Off.

(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

LOUISVILLE, KY 40202

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Humana 55,507 D Common

See Humana 7,790 D Ι I Footnote 02/04/2009 Common (2)

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

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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. Transactic Code (Instr. 8)	5. onNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	Pate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price Deriva Securit (Instr. :
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options (1)	\$ 53.96					(3)	02/23/2013	Humana Common	47,655	
Options (1)	\$ 62.1					<u>(4)</u>	02/22/2014	Humana Common	38,062	
Options (1)	\$ 69.475					<u>(5)</u>	02/21/2015	Humana Common	41,036	

Reporting Owners

Paparting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

LORD JONATHAN T MD HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202

Sr VP & Chief Innovation Off.

Signatures

Jonathan T. 02/05/2009 Lord, M.D.

**Signature of Reporting

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).
- (1) Right to buy pursuant to the Company's 2003 Stock Incentive Plan.
- (2) Intrafund transfer within the Humana Retirement & Savings Plan resulting in the disposition of insurer securities to the Humana Common Stock Fund, exempt under Rule 16(b)-3(f). Shares transferred were approximately \$41.94 per share.
- (3) Incentive and Non-Qualified stock options granted to reporting person on 2/23/06, NQ options vesting in three increments from 2/23/07 to 2/23/09, and ISO's vesting on 2/23/09.

(4)

Reporting Owners 2

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Incentive and Non-Qualified stock options granted to reporting person on 2/22/07, NQ options vesting in three increments from 2/22/08 to 2/22/10, and ISO's vesting on 2/22/10.

(5) Incentive and Non-Qualified stock options granted to reporting person on 2/21/08, NQ options vesting in three increments from 2/21/09 to 2/21/11, and ISO's vesting on 2/21/11.

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.