HUMANA INC Form 4 January 03, 2008

FORM 4

OMB APPROVAL OMB

5. Relationship of Reporting Person(s) to

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

3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or Form 5

January 31, Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2005 Estimated average burden hours per response... 0.5

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

1. Name and A REYNOLD	Address of Reporting S W ANN	Person *	Symbol	Name and		Frading	5. Relationship of Issuer	, ,	, ,
(Last) 130 WEST	67TH STREET	Middle)	(Month/Da 01/02/20	008			_X_ Director Officer (gives below)	ve title Oth	6 Owner her (specify
NEW YOR	(Street) K, NY 10023			ndment, Dat th/Day/Year)	e Original		6. Individual or . Applicable Line) _X_ Form filed by Form filed by Person	*	erson
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurities Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Execution any	emed on Date, if 'Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D)	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 Beneficial Ownership (Instr. 4)
Humana Common							34,279	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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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 proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities	8 E S (1
				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)	<u>(5)</u>	01/02/2008		A	1,607	(5)	(5)	Humana Common	1,607	5

Reporting Owners

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

Signatures

W. Ann Reynolds, Ph.D.	01/03/2008
**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.