

HUMANA INC
Form 4/A
March 06, 2006

FORM 4

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

OMB APPROVAL

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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 *
GOODMAN BRUCE J

(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)
02/17/2006

4. If Amendment, Date Original Filed (Month/Day/Year)
02/21/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr VP & Chief Serv. & Info. Of

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Humana Common	02/17/2006		M		7,259 A \$ 11.625	147,232 ⁽¹⁾	D
Humana Common	02/17/2006		S		7,259 D \$ 53.61	139,973 ⁽¹⁾	D
Humana Common	02/22/2006		M		10,000 A \$ 12.995	149,973 ⁽¹⁾	D
Humana Common	02/22/2006		S		10,000 D \$ 55.2	139,973 ⁽¹⁾	D
Humana Common	02/27/2006		M		6,000 A \$ 12.995	145,973 ⁽¹⁾	D

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Humana Common 02/27/2006 S 6,000 D \$ 53.5 139,973 ⁽¹⁾ D

Humana Common 39 I See Footnote (2)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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
Options ⁽³⁾	\$ 11.625	02/17/2006		M	7,259	⁽⁴⁾ 04/12/2009	Humana Common 7,259
Options ⁽³⁾	\$ 32.7					⁽¹⁰⁾ 02/24/2012	Humana Common 80,000
Options ⁽³⁾	\$ 12.995	02/22/2006		M	10,000	⁽⁵⁾ 03/13/2012	Humana Common 10,000
Options ⁽³⁾	\$ 12.995	02/27/2006		M	6,000	⁽⁵⁾ 03/13/2012	Humana Common 6,000
Options ⁽³⁾	\$ 12.515					⁽⁶⁾ 11/07/2012	Humana Common 30,000
Options ⁽³⁾	\$ 9.26					⁽⁷⁾ 03/13/2013	Humana Common 16,600
Options ⁽⁸⁾	\$ 21.275					⁽⁹⁾ 02/24/2014	Humana Common 70,000
Options ⁽⁸⁾	\$ 53.96	02/23/2006		A	47,655	⁽¹¹⁾ 02/23/2013	Humana Common 47,655
Phantom Stock Units	⁽¹²⁾					⁽¹²⁾ ⁽¹²⁾	Humana Common 6,030

