

Edgar Filing: HUMANA INC - Form 4

HUMANA INC

Form 4

February 06, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
 Jones, Jr., David A.
 Chrysalis Ventures, Inc.
 101 S. Fifth Street
 1650 National City Tower
 Louisville, KY 40202
 USA
2. Issuer Name and Ticker or Trading Symbol
 Humana Inc.
 HUM
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
 January 31, 2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)
 Vice Chairman of the Board of Directors
7. Individual or Joint/Group Filing (Check Applicable Line)
 (X) 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month A \$0 Price
Common (1)	1/2/02	A(7) V	2,165	224,123
Common (1)				72
Common (1)				1,300
Common (1)				1,300
Common (1)				300

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exer	3. Transaction	4. Derivative Securities Acqui	5. Number of Derivative Securities Acqui	6. Date Exercisable and Expiration	7. Title and Amount of Underlying Securities	8. Percentage of Total Voting
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	Exercise Price of Derivative Security	Date	Code	V	Amount	red(A) or Disposed of (D)	Date (Month/Day/Year)	Expiration Date	Title and Number of Shares	Securities
Option (2)	10.6875						5/13/94	5/13/03	Common (1) 5,000	
Option (2)	10.6875						5/13/95	5/13/03	Common (1) 5,000	
Option (2)	10.6875						5/13/96	5/13/03	Common (1) 5,000	
Option (2)	22.4375						1/3/96	1/3/05	Common (1) 5,000	
Option (2)	26.9375						1/2/97	1/2/06	Common (1) 5,000	
Option (6)	19.3125						11/14/97	11/14/06	Common (1) 28,334	
Option (6)	19.3125						11/14/98	11/14/06	Common (1) 28,333	
Option (6)	19.3125						11/14/99	11/14/06	Common (1) 28,333	
Option (2)	18.9375						1/2/98	1/2/07	Common (1) 5,000	
Option (6)	21.9375						3/25/98	3/25/07	Common (1) 13,334	
Option (6)	21.9375						3/25/99	3/25/07	Common (1) 13,333	
Option (6)	21.9375						3/25/00	3/25/07	Common (1) 13,333	
Option (2)	21.25						1/2/99	1/2/08	Common (1) 5,000	
Option (6)	20.1563						1/15/99	1/15/08	Common (1) 13,334	
Option (6)	20.1563						1/15/00	1/15/08	Common (1) 13,333	
Option (6)	20.1563						1/15/01	1/15/08	Common (1) 13,333	
Option (2)	18.7813						1/4/00	1/4/09	Common (1) 5,000	
Option (2)	19.25						1/15/00	1/15/09	Common (1) 13,334	

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Option(2)	19.25					1/15/01	1/15/09	Common (1)	13,333	
Option(2)	19.25					1/15/02	1/15/09	Common (1)	13,333	
Option(2)	7.875					1/3/01	1/3/10	Common (1)	5,000	
Option(6)	14.7813					1/2/02	1/2/11	Common (1)	5,000	
Option(6)	11.55	1/2/02	A	V	5,000	A	1/2/03	1/2/12	Common (1)	5,000

Explanation of Responses:

(1) Each share of Common Stock contains a Right adopted on March 5, 1987, pursuant to the Company's Rights Agreement, as amended and restated on February 14, 1996, and amended as of May 27, 1998 and March 1, 1999, which entitles holders of the Company's Common Stock, in the event certain specified events occur, to acquire 1/100 of a share of Series A Participating Preferred Stock at a price of \$145 per fractional share.

(2) Right to buy pursuant to the Company's 1989 Stock Option Plan for Non-Employee Directors.

(3) Shares held by spouse as custodian for son.

(4) Shares held by spouse as custodian for daughter.

(5) Shares held by Individual Retirement Account (IRA).

(6) Right to buy pursuant to the Company's 1996 Stock Incentive Plan.

(7) Award of stock in lieu of director fees exempt under 16(b)-3(d)(1).