

MURRAY JAMES E

Form 4

December 21, 2007

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

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

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MURRAY JAMES E

(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)
12/21/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Chief Operating Officer

6. 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 (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 Indirect Beneficial Ownership (Instr. 4)
Humana Common				(A) or (D)			See Footnote <u>(1)</u>
Humana Common				(A) or (D)			See Footnotes <u>(2)</u>
Humana Common				(A) or (D)			See Footnote <u>(3)</u>
Humana Common	12/21/2007		S	30,000 D	\$ 0 <u>(4)</u>	102,593 D	

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

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(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)	8. Amount or Number of Shares
Options (5)	\$ 7.4688					11/18/2002 ⁽⁶⁾	Humana Common	86,000
Options (9)	\$ 32.7					⁽¹¹⁾	Humana Common	110,000
Options (5)	\$ 12.995					03/13/2005 ⁽⁷⁾	Humana Common	20,000
Options (5)	\$ 9.26					03/13/2006 ⁽⁸⁾	Humana Common	13,686
Options (9)	\$ 21.275					⁽¹⁰⁾	Humana Common	80,300
Options (9)	\$ 53.96					⁽¹²⁾	Humana Common	84,720
Options (9)	\$ 62.1					⁽¹³⁾	Humana Common	67,042
Phantom Stock Units	⁽¹⁴⁾					⁽¹⁴⁾	Humana Common	15,550

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MURRAY JAMES E
HUMANA INC.
500 WEST MAIN STREET

Chief Operating Officer

LOUISVILLE, KY 40202

Signatures

James E.
Murray

12/21/2007

Signature of
Reporting Person

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) Shares held by reporting person's spouse.
- (2) Shares held by reporting person's child.
- (3) Stock units held for the benefit of reporting person as of November 30, 2007 under the Humana Retirement & Savings Plan, including a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan. All transactions are exempt under Rule 16b-3(c).

Reporting person sold a total of 30,000 shares on 12/21/2007 at the following prices: 5000@ \$76.26; 300@ \$76.41; 145@ \$76.02; 100@ \$76.01; 300@ \$76; 155@ \$75.89; 200@ \$75.99; 1100@ \$75.78; 200@ \$75.865; 700@ \$75.75; 700@ \$75.85; 200@ \$75.52; 100@ \$75.47; 300@ \$75.72; 200@ \$75.58; 300@ \$75.43; 100@ \$75.46; 800@ \$75.49; 310@ \$75.7; 1290@ \$75.69; 700@ \$75.77; 1100@ \$75.76; 200@ \$75.83; 600@ \$75.63; 1300@ \$75.57; 400@ \$75.56; 100@ \$75.51; 400@ \$75.62; 600@ \$75.67; 700@ \$75.59; 400@ \$75.64; 200@ \$75.42; 200@ \$75.41; 600@ \$75.37; 600@ \$75.45; 1400@ \$75.39; 200@ \$75.415; 200@ \$75.44; 200@ \$75.4; 800@ \$75.38; 200@ \$75.34; 500@ \$75.25; 800@ \$75.36; 100@ \$75.24; 700@ \$75.31; 300@ \$75.28; 800@ \$75.135; 366@ \$75.15; 134@ \$75.13; 500@ \$75.17; 800@ \$75.16; 400@ \$75.22; 100@ \$75.175; 100@ \$75.195; 200@ \$75.14; 200@ \$75.12; 300@ \$75.145; 100@ \$75.19.
- (5) Right to buy pursuant to Company's 1996 Stock Incentive Plan for Employees.
- (6) Non-Qualified Stock Options were granted to reporting person on 11/18/99 vesting in three increments from 11/18/00 to 11/18/02.
- (7) Incentive Stock Options were granted to reporting person on 3/13/02 vesting in thirds from 3/13/03 to 3/13/05.
- (8) Incentive and Non-Qualified Stock Options were granted to reporting person on 3/13/03 vesting in three increments each from 3/13/04 to 3/13/06.
- (9) Right to buy pursuant to Company's 2003 Stock Incentive Plan.
- (10) Incentive and Non-Qualified Stock Options were granted to reporting person on 2/24/04 vesting in three increments from 2/24/05 to 2/24/07, and ISO's vesting on 02/24/07.
- (11) Incentive and Non-Qualified stock options granted to reporting person on 2/24/05, NQ options vesting in three increments from 2/24/06 to 2/24/08, and ISO's vesting on 2/24/08.
- (12) 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.
- (13) 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.
- (14) Phantom Stock Units held for the benefit of reporting person as of November 30, 2007, based on the value of Humana common stock on a 1-for-1 basis, under the Humana Excess Plan. All transactions are exempt under Rule 16b-3(c and d).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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