

Edgar Filing: HUMANA INC - Form 4

HUMANA INC
 Form 4
 April 23, 2003

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
 McCallister, Michael B.
 500 West Main Street
 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
 April 21, 2003
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 President and Chief Executive Officer
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. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common (1)	4/21/03	J(7)	31,035	381,035
Common (1)	4/21/03	J(7)V	31,035	0
Common (1)				38,915

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Put or Call

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Secu- rity	Date	Code	V	Amount	D	cisa- ble	Date	of Shares	
Common (5)	15.625						07/11/97	07/11/06	Common (1) 45,000
Common (5)	15.625						07/11/98	07/11/06	Common (1) 45,000
Common (5)	15.625						07/11/99	07/11/06	Common (1) 45,000
Phantom Stock Units (4)	1-for-1						(4)	(4)	Common (1) 1,181.5
Common (5)	15.5938						9/17/99	1/12/05	Common (1) 29,240
Common (5)	15.5938						9/17/99	1/9/07	Common (1) 12,288
Common (5)	15.5938						1/9/00	1/9/07	Common (1) 6,052
Common (5)	15.5938						9/17/99	7/10/07	Common (1) 20,320
Common (5)	15.5938						7/10/00	7/10/07	Common (1) 10,160
Common-ISO (5)	15.5938						9/17/99	1/15/08	Common (1) 4,316
Common-ISO (5)	15.5938						1/15/00	1/15/08	Common (1) 4,316
Common-ISO (5)	15.5938						1/15/01	1/15/08	Common (1) 4,316
Common-NQ (5)	15.5938						9/17/99	1/15/08	Common (1) 7,284
Common-NQ (5)	15.5938						1/15/00	1/15/08	Common (1) 7,284
Common-NQ (5)	15.5938						1/15/01	1/15/08	Common (1) 7,284
Common (5)	19.25						1/15/00	1/15/09	Common (1) 10,000
Common (5)	19.25						1/15/01	1/15/09	Common (1) 10,000
Common (5)	19.25						1/15/02	1/15/09	Common (1) 4,806
Common-ISO (5)	19.25						1/15/02	1/15/09	Common (1) 5,194
Common (5)	7.4688						11/18	11/18	Common (1) 33,334

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Common (5)	7.4688						11/18/01	11/18/09	Common (1)	33,333		
Common (5)	7.4688						11/18/02	11/18/09	Common (1)	33,333		
Common (5)	6.9063						2/11/01	2/11/10	Common (1)	166,667		
Common (5)	6.9063						2/11/02	2/11/10	Common (1)	166,667		
Common (5)	6.9063						2/11/03	2/11/10	Common (1)	152,187		
Common-ISO (5)	6.9063						2/11/03	2/11/10	Common (1)	14,479		
Common (5)	12.995						3/13/03	3/13/12	Common (1)	16,667		
Common (5)	12.995						3/13/04	3/13/12	Common (1)	8,972		
Common (5)	12.995						3/13/05	3/13/12	Common (1)	8,971		
Common-ISO (5)	12.995						3/13/04	3/13/12	Common (1)	7,695		
Common-ISO (5)	12.995						3/13/05	3/13/12	Common (1)	7,695		
Common (5)	9.26						3/13/04	3/13/13	Common (1)	66,667		
Common (5)	9.26						3/13/05	3/13/13	Common (1)	66,667		
Common (5)	9.26						3/13/06	3/13/13	Common (1)	55,867		
Common-ISO (5)	9.26						3/13/06	3/13/13	Common (1)	10,799		

Explanation of Responses:

(1) Each share of Common Stock contains a Right adopted on March 5, 1987, as amended and restated on February 14, 1996, and amended as of May 27, 1998 and March 1, 1999, pursuant to the Company's Rights Agreement which entitles holders of the Company's Common Stock in the event certain specified events occur, to acquire 1/100th 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 Employees.

(3) Shares held for my benefit as of March 31, 2003 pursuant to the Humana

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Retirement and Savings Plan

("HRSP") and a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, exempt under Rule 16b-3(c).

(4) Phantom Stock Units held for my benefit as of March 31, 2003, under the Humana Excess Plan exempt under

Rule

16b-3(d).

(5) Right to buy pursuant to the Company's 1996 Stock Incentive Plan for Employees.

(6) Shares held by a FamilyTrust ("Trust") of which my wife and I are trustees. I disclaim beneficial ownership of Company stock held by the Trust except to the extent of my pecuniary interest.

(7) Exempt transfer of shares held in a Family Trust of which my wife and I are trustees to an account of directly owned shares.