#### MCCALLISTER MICHAEL B

Form 4

(1)

Humana

Common

December 12, 2005

December 12	2, 2003										
<b>FORM</b>	14	CT A TEC	CECIII	DITHEC	A NID EWA	CTT A	NOE O			PPROVAL	
	UNITED	S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMB Number:	3235-0287		
Check the if no long subject to Section 1 Form 4 or Form 5 obligation may cont <i>See</i> Instruction.	STATEM 16. or Filed pur ns tinue.	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							Expires: January 20 Estimated average burden hours per response		
(Print or Type I	Responses)										
	Address of Reporting STER MICHAEL		Symbol	er Name <b>an</b> NA INC	d Ticker or	Tradii	-0	5. Relationship of Issuer	Reporting Pers	son(s) to	
(Last)	(First) (N	Middle)			[Transaction			(Check all applicable)			
HUMANA STREET	(Month/Day/Year) 12/09/2005					_X_ Director 10% Owner X Officer (give title Other (specify below) President & CEO					
LOUISVILI	(Street) LE, KY 40202			endment, D nth/Day/Yea	oate Origina ar)	l	- -	6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M	ne Reporting Pe	erson	
(City)		(Zip)	Tob	lo I Non	Dorivotivo	Soone		Person  ired, Disposed of,	or Ronoficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	ned n Date, if	3. Transactic Code (Instr. 8)		ies Ac ed of ( 4 and 5	quired (A)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Humana Common	12/09/2005			M	10,000		\$ 49.065	285,846	D		
Humana Common								13,869	I	See Footnote (2)	
Humana Common								14,786	I	See Footnote	

(3)

See

Footnote

2,396

I

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<u>(1)</u>			<u>(4)</u>
Humana Common (1)	38,105	I	See Footnote (5)

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. Transactic Code (Instr. 8)	ransactionDerivative ode Securities		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 (6)	\$ 15.625						<u>(7)</u>	07/11/2006	Humana Common	135,000
Options (6)	\$ 15.5938						<u>(8)</u>	01/09/2007	Humana Common	18,340
Options (6)	\$ 15.5938						<u>(9)</u>	07/10/2007	Humana Common	30,480
Options (6)	\$ 15.5938	12/09/2005		M		10,000	(10)	01/15/2008	Humana Common	10,000
Options (6)	\$ 19.25						<u>(11)</u>	01/15/2009	Humana Common	30,000
Options (6)	\$ 7.4688						(12)	11/18/2009	Humana Common	100,000
Options (6)	\$ 6.9063						(13)	02/11/2010	Humana Common	500,000
	\$ 32.7						(18)	02/24/2012		250,000

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Options (16)				Humana Common	
Options (6)	\$ 12.995	(14)	03/13/2012	Humana Common	50,000
Options (6)	\$ 9.26	(15)	03/13/2013	Humana Common	200,000
Options (16)	\$ 21.275	<u>(17)</u>	02/24/2014	Humana Common	200,000
Phantom Stock Units	<u>(19)</u>	<u>(19)</u>	(19)	Humana Common	1,148

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
200p32011g 0 ((1110) / 121012300	Director	10% Owner	Officer	Other		
MCCALLISTER MICHAEL B HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202	X		President & CEO			

# **Signatures**

Michael B.

McCallister 12/12/2005

\*\*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).
- 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.

Each share of Common Stock contains a Right adopted on March 5, 1987, pursuant to the Company Rights Agreement, as amended and

- (2) Shares held in a trust for the benefit of reporting person's spouse.
- (3) Shares held in a trust for the benefit of reporting person.
- (4) Shares held in a trust for the benefit of reporting person's minor children.
- (5) Shares held for the benefit of reporting person as of November 30, 2005 under the Humana Retirement & Savings Plan, including a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, both exempt under Rule 16b-3(c).
- (6) Right to buy pursuant to Company's 1996 Stock Incentive Plan for Employees.
- (7) Non-qualified stock options granted to reporting person on 7/11/96 vesting in three increments from 7/11/97 to 7/11/99.

Reporting Owners 3

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- (8) Non-qualified stock options granted to reporting person on 9/17/98 vesting in two increments on 9/17/99 and 1/9/00.
- (9) Non-qualified stock options granted to reporting person on 9/17/98 vesting in two increments on 9/17/99 and 7/10/00.
- (10) Incentive and Non-qualified stock options granted to reporting person on 9/17/98 vesting in three increments each from 9/17/99 to 1/15/01.
- (11) Incentive and Non-qualified stock options granted to reporting person on 1/15/99 vesting in three increments from 1/15/00 to 1/15/02.
- (12) Non-qualified stock options granted to reporting person on 11/18/99 vesting in three increments from 11/18/00 to 11/18/02.
- (13) Incentive and Non-qualified stock options granted to reporting person on 2/11/00, NQ options vesting in three increments from 2/11/01 to 2/11/03, and ISO's vesting on 2/11/03.
- (14) Incentive and Non-qualified stock options granted to reporting person on 3/13/02, NQ options vesting in three increments from 3/13/03 to 3/13/05, ISO's vesting in two increments on 3/13/04 and 3/13/05.
- (15) Incentive and Non-qualified stock options granted to reporting person on 3/13/03, NQ options vesting in three increments from 3/13/04 to 3/13/06, and ISO's vesting on 3/13/06.
- (16) Right to buy pursuant to Company's 2003 Stock Incentive Plan.
- (17) Incentive and Non-qualified stock options granted to reporting person on 2/24/04, NQ options vesting in three increments from 2/24/05 to 2/24/07, and ISO's vesting on 2/24/07.
- (18) 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.
- (19) Phantom Stock Units held for the benefit of reporting person as of November 30, 2005, based on the value of Humana common stock on a 1-for-1 basis, under the Humana Excess Plan 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. 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.