

Edgar Filing: HUMANA INC - Form 4

HUMANA INC
 Form 4
 April 02, 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
 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
 March 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 (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. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common (1)	3/1/02	J(6)V	7,658	245,689
Common (1)	3/1/02	J(6)V	7,658	10,346
Common (1)				38,542

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Put or Call or Other Feature
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Common (2)	11.0131					09/13 09/13	Common (1)	2,000
						/91 /00		
Common (2)	11.0131					09/13 09/13	Common (1)	2,000
						/92 /00		
Common (2)	11.0131					09/13 09/13	Common (1)	2,000
						/93 /00		
Common (2)	6.5625					04/14 04/14	Common (1)	31,250
						/95 /03		
Common (2)	6.5625					04/14 04/14	Common (1)	31,250
						/96 /03		
Common (2)	6.5625					04/14 04/14	Common (1)	31,250
						/97 /03		
Common (2)	6.5625					04/14 04/14	Common (1)	31,250
						/98 /03		
Common (5)	15.625					07/11 07/11	Common (1)	45,000
						/97 /06		
Common (5)	15.625					07/11 07/11	Common (1)	45,000
						/98 /06		
Common (5)	15.625					07/11 07/11	Common (1)	45,000
						/99 /06		
Phantom Stock Units (4)	1-for-1					(4) (4)	Common (1)	1,181.5
Common (5)	15.5938					9/17/ 1/12/	Common (1)	29,240
						99 05		
Common (5)	15.5938					9/17/ 1/9/0	Common (1)	12,288
						99 7		
Common (5)	15.5938					1/9/0 1/9/0	Common (1)	6,052
						0 7		
Common (5)	15.5938					9/17/ 7/10/	Common (1)	7,620
						99 07		
Common (5)	15.5938					7/10/ 7/10/	Common (1)	22,860
						00-2 07		
Common-ISO (5)	15.5938					9/17/ 1/15/	Common (1)	4,316
						99 08		
Common-ISO (5)	15.5938					1/15/ 1/15/	Common (1)	4,316
						00 08		
Common-ISO (5)	15.5938					1/15/ 1/15/	Common (1)	4,316
						01 08		
Common-NQ (5)	15.5938					9/17/ 1/15/	Common (1)	7,284
						99 08		

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Common-NQ (5)	15.5938					1/15/	1/15/	Common (1)	7,284	
						00	08			
Common-NQ (5)	15.5938					1/15/	1/15/	Common (1)	7,284	
						01	08			
Common (5)	19.25					1/15/	1/15/	Common (1)	10,000	
						00	09			
Common (5)	19.25					1/15/	1/15/	Common (1)	10,000	
						01	09			
Common (5)	19.25					1/15/	1/15/	Common (1)	4,806	
						02	09			
Common-ISO (5)	19.25					1/15/	1/15/	Common (1)	5,194	
						02	09			
Common (5)	7.4688					11/18/	11/18/	Common (1)	33,334	
						/00	/09			
Common (5)	7.4688					11/18/	11/18/	Common (1)	33,333	
						/01	/09			
Common (5)	7.4688					11/18/	11/18/	Common (1)	33,333	
						/02	/09			
Common (5)	6.9063					2/11/	2/11/	Common (1)	166,667	
						01	10			
Common (5)	6.9063					2/11/	2/11/	Common (1)	166,667	
						02	10			
Common (5)	6.9063					2/11/	2/11/	Common (1)	152,187	
						03	10			
Common-ISO (5)	6.9063					2/11/	2/11/	Common (1)	14,479	
						03	10			
Common (5)	12.995	3/13/	A	V	16,667	A	3/13/	3/13/	Common (1)	16,667
		02					03	12		
Common (5)	12.995	3/13/	A	V	8,972	A	3/13/	3/13/	Common (1)	8,972
		02					04	12		
Common (5)	12.995	3/13/	A	V	8,971	A	3/13/	3/13/	Common (1)	8,971
		02					05	12		
Common-ISO (5)	12.995	3/13/	A	V	7,695	A	3/13/	3/13/	Common (1)	7,695
		02					04	12		
Common-ISO (5)	12.995	3/13/	A	V	7,695	A	3/13/	3/13/	Common (1)	7,695
		02					05	12		

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

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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 January 31, 2002 pursuant to the Humana 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 January 31, 2002, 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.