

Edgar Filing: HUMANA INC - Form 4

HUMANA INC
 Form 4
 March 06, 2001

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

(X) 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
 Shaul, L. Bryan
 Humana Inc.
 500 West Main Street
 Louisville, KY 40202
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
 February 28, 2001
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner Officer (give title below) Other
 (specify below)
 Vice President-Finance & Controller
7. Individual or Joint/Group Filing (Check Applicable Line)
 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)				22,650
Common (1)				591

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 Date (Month/Day/Year)	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Payment of Underlying Securities of
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Options (2)	19.9688	3/11/			3/11/ 3/11/	Common (1)	5,000	
		99			01 09			
Options (2)	19.9688	3/11/			3/11/ 3/11/	Common (1)	5,000	
		99			02 09			
Options (2)	19.9688	3/11/			3/11/ 3/11/	Common (1)	5,000	
		99			03 09			
Options (2)	19.9688	3/11/			3/11/ 3/11/	Common (1)	5,000	
		99			04 09			
Options (3)	9.5938	9/9/9			9/9/0 9/9/0	Common (1)	3,334	
		9			0 9			
Options (3)	9.5938	9/9/9			9/9/0 9/9/0	Common (1)	3,333	
		9			1 9			
Options (3)	9.5938	9/9/9			9/9/0 9/9/0	Common (1)	3,333	
		9			2 9			

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 1996 Stock Incentive Plan for Employees.
- (3) Right to buy pursuant to the Company's 1999 Non-Qualified Stock Plan for Employees.
- (4) Shares held for my benefit as of January 26, 2001 under the Humana Retirement & Savings Plan ("HRSP") exempt under Rule 16b-3(c) and a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, exempt under Rule 16b-3(c).