

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  
 Fasola, Kenneth J.  
 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)  
 ( ) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other  
 (specify below)  
 Chief Operating Officer-Market Operations
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)<br>Amount | 5. Amount of Securities Beneficially Owned at End of Month |
|----------------------|---------------------|---------|---|--|
| Common (1)           |                     |         |   | 172,249  |
| Common (1)           |                     |         |   | 24,341   |

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)<br>Amount | 6. Date Exercisable and Expiration Date<br>Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities<br>Title and Number of Shares | 8. Put or Call |
|---------------------------------|--|---------------------|---------|--|--|--|----------------|
|---------------------------------|--|---------------------|---------|--|--|--|----------------|

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|                                |         |         |   |   |       |          |          |         |        |        |       |
|--------------------------------|---------|---------|---|---|-------|----------|----------|---------|--------|--------|-------|
| Phantom Stock Units (51-for-1) |         |         |   |   |       | (5)      | (5)      | Common  | (1)    | 11,127 |       |
| Option (3)                     | 15.5938 |         |   |   |       | 9/17/99  | 11/16/05 | Common  | (1)    | 11,086 |       |
| Option (3)                     | 15.5938 |         |   |   |       | 11/16/99 | 11/16/05 | Common  | (1)    | 5,542  |       |
| Option (3)                     | 15.5928 |         |   |   |       | 11/16/00 | 11/16/05 | Common  | (1)    | 5,542  |       |
| Option (4)                     | 15.5938 |         |   |   |       | 9/17/99  | 8/12/06  | Common  | (1)    | 79,110 |       |
| Option (4)                     | 15.5938 |         |   |   |       | 9/17/99  | 1/9/07   | Common  | (1)    | 49,152 |       |
| Option (4)                     | 15.5938 |         |   |   |       | 9/17/99  | 1/9/07   | Common  | (1)    | 24,208 |       |
| Option-ISO (4)                 | 15.5938 |         |   |   |       | 9/17/99  | 1/15/08  | Common  | (1)    | 4,316  |       |
| Option-ISO (4)                 | 15.5938 |         |   |   |       | 1/15/00  | 1/15/08  | Common  | (1)    | 4,316  |       |
| Option-ISO (4)                 | 15.5938 |         |   |   |       | 1/15/01  | 1/15/08  | Common  | (1)    | 4,316  |       |
| Option-NQ (4)                  | 15.5938 |         |   |   |       | 9/17/99  | 1/15/08  | Common  | (1)    | 7,284  |       |
| Option-NQ (4)                  | 15.5038 |         |   |   |       | 1/15/00  | 1/15/08  | Common  | (1)    | 7,284  |       |
| Option-NQ (4)                  | 15.5938 |         |   |   |       | 1/15/01  | 1/15/08  | Common  | (1)    | 7,284  |       |
| Option (4)                     | 19.25   |         |   |   |       | 1/15/00  | 1/15/09  | Common  | (1)    | 10,000 |       |
| Option (4)                     | 19.25   |         |   |   |       | 1/15/01  | 1/15/09  | Common  | (1)    | 10,000 |       |
| Option (4)                     | 19.25   |         |   |   |       | 1/15/02  | 1/15/09  | Common  | (1)    | 4,806  |       |
| Option-ISO (4)                 | 19.25   |         |   |   |       | 1/15/02  | 1/15/09  | Common  | (1)    | 5,194  |       |
| Option (4)                     | 7.4688  |         |   |   |       | 11/18/00 | 11/18/09 | Common  | (1)    | 33,334 |       |
| Option (4)                     | 7.4688  |         |   |   |       | 11/18/01 | 11/18/09 | Common  | (1)    | 33,333 |       |
| Option (4)                     | 7.4688  |         |   |   |       | 11/18/02 | 11/18/09 | Common  | (1)    | 33,333 |       |
| Option-ISO (4)                 | 12.995  | 3/13/02 | A | V | 6,667 | A        | 3/13/03  | 3/13/12 | Common | (1)    | 6,667 |

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|               |        |       |   |         |   |       |       |            |       |  |
|---------------|--------|-------|---|---------|---|-------|-------|------------|-------|--|
| Option-ISO(4) | 12.995 | 3/13/ | A | V 6,667 | A | 3/13/ | 3/13/ | Common (1) | 6,667 |  |
|               |        | 02    |   |         |   | 04    | 12    |            |       |  |
| Option-ISO(4) | 12.995 | 3/13/ | A | V 6,666 | A | 3/13/ | 3/13/ | Common (1) | 6,666 |  |
|               |        | 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 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) Shares held for my benefit as of January 31, 2002 under the Humana Retirement & 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).

(3) Right to buy pursuant to the Company's 1989 Stock Option Plan for Employees.

(4) Right to buy pursuant to the Company's 1996 Stock Incentive Plan.

(5) Phantom stock units held for my benefit as of January 31, 2002 under the Humana Excess Plans, exempt under Rule 16b-3(d).