

Edgar Filing: HUMANA INC - Form 4

HUMANA INC

Form 4

February 06, 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

Jones, Jr., David A.
 Chrysalis Ventures, Inc.
 101 S. Fifth Street
 1650 National City Tower
 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

January 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 () Officer (give title below) () Other
 (specify below)

Vice Chairman of the Board of Directors

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 A Price |
|----------------------|---------------------|---------|---|---|
| Common (1) | 1/2/02 | A(7)V | 2,165 | \$0 224,123 |
| Common (1) | | | | 72 |
| Common (1) | | | | 1,300 |
| Common (1) | | | | 1,300 |
| Common (1) | | | | 300 |

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction | 4. Derivative Securities Acquired | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration | 7. Title and Amount of Underlying Securities | 8. Percentage of Total |
|---------------------------------|---------------------------|----------------|-----------------------------------|---|------------------------------------|--|------------------------|
|---------------------------------|---------------------------|----------------|-----------------------------------|---|------------------------------------|--|------------------------|

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| | Exercise Price of Derivative Security | Date | Code | V | Amount | red(A) or Disposed of (D) | Date (Month/Day/Year) | Expiration Date | Title and Number of Shares | Securities |
|------------|---------------------------------------|------|------|---|--------|---------------------------|-----------------------|-----------------|----------------------------|------------|
| Option (2) | 10.6875 | | | | | | 5/13/94 | 5/13/03 | Common (1) 5,000 | |
| Option (2) | 10.6875 | | | | | | 5/13/95 | 5/13/03 | Common (1) 5,000 | |
| Option (2) | 10.6875 | | | | | | 5/13/96 | 5/13/03 | Common (1) 5,000 | |
| Option (2) | 22.4375 | | | | | | 1/3/96 | 1/3/05 | Common (1) 5,000 | |
| Option (2) | 26.9375 | | | | | | 1/2/97 | 1/2/06 | Common (1) 5,000 | |
| Option (6) | 19.3125 | | | | | | 11/14/97 | 11/14/06 | Common (1) 28,334 | |
| Option (6) | 19.3125 | | | | | | 11/14/98 | 11/14/06 | Common (1) 28,333 | |
| Option (6) | 19.3125 | | | | | | 11/14/99 | 11/14/06 | Common (1) 28,333 | |
| Option (2) | 18.9375 | | | | | | 1/2/98 | 1/2/07 | Common (1) 5,000 | |
| Option (6) | 21.9375 | | | | | | 3/25/98 | 3/25/07 | Common (1) 13,334 | |
| Option (6) | 21.9375 | | | | | | 3/25/99 | 3/25/07 | Common (1) 13,333 | |
| Option (6) | 21.9375 | | | | | | 3/25/00 | 3/25/07 | Common (1) 13,333 | |
| Option (2) | 21.25 | | | | | | 1/2/99 | 1/2/08 | Common (1) 5,000 | |
| Option (6) | 20.1563 | | | | | | 1/15/99 | 1/15/08 | Common (1) 13,334 | |
| Option (6) | 20.1563 | | | | | | 1/15/00 | 1/15/08 | Common (1) 13,333 | |
| Option (6) | 20.1563 | | | | | | 1/15/01 | 1/15/08 | Common (1) 13,333 | |
| Option (2) | 18.7813 | | | | | | 1/4/00 | 1/4/09 | Common (1) 5,000 | |
| Option (2) | 19.25 | | | | | | 1/15/00 | 1/15/09 | Common (1) 13,334 | |

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| | | | | | | | | | | |
|-----------|---------|--------|---|---|-------|---------|---------|------------|------------|-------|
| Option(2) | 19.25 | | | | | 1/15/01 | 1/15/09 | Common (1) | 13,333 | |
| Option(2) | 19.25 | | | | | 1/15/02 | 1/15/09 | Common (1) | 13,333 | |
| Option(2) | 7.875 | | | | | 1/3/01 | 1/3/10 | Common (1) | 5,000 | |
| Option(6) | 14.7813 | | | | | 1/2/02 | 1/2/11 | Common (1) | 5,000 | |
| Option(6) | 11.55 | 1/2/02 | A | V | 5,000 | A | 1/2/03 | 1/2/12 | Common (1) | 5,000 |

Explanation of Responses:

(1) Each share of Common Stock contains a Right adopted on March 5, 1987, pursuant to the Company's Rights Agreement, as amended and 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.

(2) Right to buy pursuant to the Company's 1989 Stock Option Plan for Non-Employee Directors.

(3) Shares held by spouse as custodian for son.

(4) Shares held by spouse as custodian for daughter.

(5) Shares held by Individual Retirement Account (IRA).

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

(7) Award of stock in lieu of director fees exempt under 16(b)-3(d)(1).