DAMELIO FRANK A Form 4

July 02, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31, 2005

0.5

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

Common

(Print or Type Responses)

1. Name and Address of Reporting Person * DAMELIO FRANK A			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer		
			HUMANA INC [HUM]			(Check all applicable)		
(Last)	(First) (N	fiddle) 3. Date	of Earliest Tr	ransaction				
			/Day/Year)			_X_ Director		% Owner
PFIZER INC., 235 EAST 42ND			06/30/2008			Officer (gives)	ve title Oth below)	er (specify
STREET						below)	below)	
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check		
	Filed(Month/Day/Year)				Applicable Line)			
							y One Reporting P	
NEW YORK, NY 10017						Form filed by More than One Reporting Person		
(City)	(State)	(Zip) Ta	ble I - Non-D	Perivative S	Securities Ac	equired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	e 2A. Deemed	3.	4. Securi	ties	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date,	if TransactionAcquired (A) or		Securities	Form: Direct	Indirect	
(Instr. 3) any		any	Code			Beneficially	(D) or	Beneficial
		(Month/Day/Yea	r) (Instr. 8)	(Instr. 3,	4 and 5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
					(A)	Reported		
					or	Transaction(s)		
			Code V	Amount	(D) Price	(Instr. 3 and 4)		
Humana						0 277	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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9,277

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)		6. Date Exercise Expiration Date (Month/Day/Y	e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. De Se (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (3)	\$ 18.03					09/11/2004	09/11/2013	Humana Common	15,000	
Option (3)	\$ 23.05					01/02/2005	01/02/2014	Humana Common	2,500	
Stock Unit (1)	(1)					<u>(1)</u>	<u>(1)</u>	Humana Common	4,052	
Stock Unit (2)	<u>(2)</u>					(2)	(2)	Humana Common	1,607	
Stock Unit (2)	\$ 40.555 (2)	06/30/2008		A	619	(2)	<u>(2)</u>	Humana Common	619	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DAMELIO FRANK A PFIZER INC. 235 EAST 42ND STREET NEW YORK, NY 10017	X					

Signatures

Frank A.
D'Amelio

**Signature of Reporting Person

O7/01/2008

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).
- (1) Annual Director's fee payable in stock units, deferred at the election of the reporting person until his resignation of services as a director at which time the stock units will be payable in Humana Inc. common stock on a 1-for-1 basis, exempt pursuant to Rule 16(b)-3(d)(1).
- Director's cash fee elected to be converted into stock units, deferred at the election of the reporting person until his resignation of services (2) as a director at which time the stock units will be payable in Humana Inc. common stock on a 1-for-1 basis (over a five-year period), exempt pursuant to Rule 16(b)-3(d)(1).

Reporting Owners 2

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(3) Right to buy pursuant to Humana Inc.'s 2003 Stock Incentive Plan.

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.