**HUMANA INC** Form 4/A January 12, 2009

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number: January 31, Expires:

2005

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

Humana

Common

12/31/2008

1. Name and Address of Reporting Person * PETERSON MARISSA T			2. Issue: Symbol	r Name <b>and</b>	l Ticker or Trading		5. Relationship of Reporting Person(s) to Issuer					
			HUMANA INC [HUM]				(Check all applicable)					
(Last)	(First)	(Middle)	3. Date of	f Earliest T	ransaction							
		(Month/Day/Year)				Director		Owner				
713 HILLCREST TERRACE			12/31/2	008		belo		itleOthe below)	r (specify			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check					
							Applicable Line)					
			01/05/2	009			Form filed by O					
FREMONT, CA 94539							Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative Securities Acq	quire	d, Disposed of,	or Beneficiall	y Owned			
1.Title of	2. Transaction Da	e 2A. Deer	ned	3.	4. Securities Acquired	5.	Amount of	6.	7. Nature of			
Security	(Month/Day/Year	) Execution	n Date, if		on(A) or Disposed of (D)		ecurities	Ownership	Indirect			
(Instr. 3) any			Code	, , ,		eneficially	Form: Direct	Beneficial				
		(Month/I	Day/Year)	(Instr. 8)			wned	(D) or	Ownership			
							ollowing	Indirect (I)	(Instr. 4)			
					(A)	R	eported	(Instr. 4)				

(A)

Price

36.429

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.

Transaction(s) (Instr. 3 and 4)

 $1,347 \frac{(1)}{2}$ 

D

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

Code V Amount (D)

200

P

#### Edgar Filing: HUMANA INC - Form 4/A

1. Title of	2.	3. Transaction Date	3A. Deemed	4.		5. Numb	oer	6. Date Exerc	cisable and	7. Title and A	Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative		Expiration Date		<b>Underlying Securities</b>		Deriva		
Security	or Exercise		any	Code	,	Securitie	es	(Month/Day/	Year)	(Instr. 3 and	4)	Securit
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	3)	Acquire	d					(Instr.
	Derivative				(	(A) or						
	Security				]	Dispose	d of					
					(	(D)						
					(	(Instr. 3,	, 4,					
					;	and 5)						
				Code '	<b>1</b> 7	(A)	(D)	Date	Expiration	Title	Amount	
				Code	V	(A)	(D)	Exercisable	*	Title	Amount	
								Exercisable	Date		Or	
											Number of	
											Shares	
Stock								(2)	(2)	Humana	3,377	
Unit (2)	<u>(2)</u>	01/02/2009		Α		3,377		(2)	(2)	Common	(1)	\$ 37.0
										Common	<u>~</u>	

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
r g	Director	10% Owner	Officer Other					
PETERSON MARISSA T 713 HILLCREST TERRACE FREMONT, CA 94539	X							

# **Signatures**

Reporting Person

Marissa T.
Peterson

\*\*Signature of 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) 1,147 Humana shares were issued for 2008 director fees and were previously reported as derivative securities. These shares are considered non-derivative securities and are being reflected as such with this amended Form 4 filing.
- Annual Director's fee payable in stock units which have been deferred at the election of the reporting person until her resignation of (2) 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).

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.

Reporting Owners 2