HUMANA INC
Form 4
December 07, 2001

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
   Murray, James E.
   500 W. Main St.
   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
   November 30, 2001
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-Health Plan Division
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	V	4. Securities Acquired (A) or Disposed of (D) Amount	A/D	Price	5. Amount of Securities Beneficially Owned at End of Month
Common(1)	11/12/01	M		5,000	A	$8.9098	
Common(1)	11/12/01	F		505	D	$12.24	
Common(1)	11/12/01	F		3,639	D	$12.24	178,231
Common(1)							12,843

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

1.Title of Derivative Security	2.Conversion or Exercise	3. Transaction	4.	5.Number of Derivative Securities Acquired(A) or Dis	6.Date Exercisable and Expiration Date(Month/	7.Title and Amount of Underlying Securities	8.P of vat Sec

	Price of Derivative Security	Date	Code	V	posed of(D) Amount	A/D	Day/Year) Date Exercisable	Expiration Date	Title and Number of Shares	rit
Option(2)	11.0131						09/13/91	09/13/00	Common(1)	2,500
Option(2)	11.0131						09/13/92	09/13/00	Common(1)	2,500
Option(2)	11.0131						09/13/93	09/13/00	Common(1)	2,500
Option(2)	8.9098	11/12/01	M		1,667	D	11/18/92	11/18/01	Common(1)	0
Option(2)	8.9098	11/12/01	M		1,667	D	11/18/93	11/18/01	Common(1)	0
Option(2)	8.9098	11/12/01	M		1,666	D	11/18/94	11/18/01	Common(1)	0
Option(2)	6.5625						04/14/95	04/14/03	Common(1)	31,250
Option(2)	6.5625						04/14/96	04/14/03	Common(1)	31,250
Option(2)	6.5625						04/14/97	04/14/03	Common(1)	31,250
Option(2)	6.5625						04/14/98	04/14/03	Common(1)	31,250
Option (2)	15.5938						9/17/99	1/12/05	Common (1)	34,400
Option (4)	15.5938						9/17/99	1/9/07	Common (1)	39,936
Option (4)	15.5938						1/9/00	1/9/07	Common (1)	19,669
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)	15.5938						1/15/00	1/15/08	Common (1)	7,284
Option-NQ(4)	15.5938						1/15/	1/15/	Common (1)	7,284

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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	

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 1989 Stock Option Plan for Employees.
(3) Shares held for my benefit as of September 28, 2001 under the Humana Retirement and 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).
(4) Right to buy pursuant to the Company's 1996 Stock Incentive Plan.