

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<u>GOODMAN BRUCE J</u>			<u>HUMANA INC [ HUM ]</u>			Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr VP &amp; Chief Serv. &amp; Info. Of</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<u>HUMANA INC.</u>			<u>02/17/2006</u>					
<u>500 WEST MAIN STREET</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)			<u>02/21/2006</u>			<input checked="" type="checkbox"/> Form filed by One Reporting Person		
<u>LOUISVILLE KY 40202</u>						Form filed by More than One Reporting Person		
(City)	(State)	(Zip)						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Humana Common	02/17/2006		M		7,259	A	\$11.625	147,232 <sup>(1)</sup>	D	
Humana Common	02/17/2006		S		7,259	D	\$53.61	139,973 <sup>(1)</sup>	D	
Humana Common	02/22/2006		M		10,000	A	\$12.995	149,973 <sup>(1)</sup>	D	
Humana Common	02/22/2006		S		10,000	D	\$55.2	139,973 <sup>(1)</sup>	D	
Humana Common	02/27/2006		M		6,000	A	\$12.995	145,973 <sup>(1)</sup>	D	
Humana Common	02/27/2006		S		6,000	D	\$53.5	139,973 <sup>(1)</sup>	D	
Humana Common								39	I	See Footnote <sup>(2)</sup>

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

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options <sup>(3)</sup>	\$11.625	02/17/2006		M			7,259	(4)	04/12/2009	Humana Common	7,259	\$11.625	13,692	D	
Options <sup>(3)</sup>	\$32.7							(10)	02/24/2012	Humana Common	80,000		80,000	D	
Options <sup>(3)</sup>	\$12.995	02/22/2006		M			10,000	(5)	03/13/2012	Humana Common	10,000	\$12.995	12,305	D	
Options <sup>(3)</sup>	\$12.995	02/27/2006		M			6,000	(5)	03/13/2012	Humana Common	6,000	\$12.995	6,305	D	
Options <sup>(3)</sup>	\$12.515							(6)	11/07/2012	Humana Common	30,000		30,000	D	
Options <sup>(3)</sup>	\$9.26							(7)	03/13/2013	Humana Common	16,666		16,666	D	
Options <sup>(8)</sup>	\$21.275							(9)	02/24/2014	Humana Common	70,000		70,000	D	
Options <sup>(8)</sup>	\$53.96	02/23/2006		A			47,655	(11)	02/23/2013	Humana Common	47,655	\$53.96	47,655	D	
Phantom Stock Units	(12)							(12)	(12)	Humana Common	6,039		6,039	I	See Footnote <sup>(12)</sup>

**Explanation of Responses:**

1. Directly owned shares were incorrectly reported on the Form 4 dated 2/17/06 (overstated by 5,000 shares). All transactions involving directly owned shares reported on two subsequent Form 4's (dated 2/22/06 and 2/23/06) have been corrected and are included on this amended Form 4.
2. Stock units held for the benefit of reporting person as of February 28, 2006 under the Humana Retirement & Savings Plan including a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, both exempt under Rule 16b-3(c).
3. Right to buy pursuant to the Company's 1996 Stock Incentive Plan for Employees.
4. Incentive and Non-Qualified stock options granted to reporting person on 4/12/99, vesting in four increments each from 4/12/01 to 4/12/04.
5. Incentive and Non-Qualified stock options granted to reporting person on 3/13/02, NQ options vesting in three increments from 3/13/03 to 3/13/05, and ISO's vesting on 3/13/05.
6. Non-Qualified stock options granted to reporting person on 11/7/02, vesting in three increments from 11/7/03 to 11/7/05.
7. Incentive and Non-Qualified stock options granted to reporting person on 3/13/03, NQ options vesting in three increments from 3/13/04 to 3/13/06, and ISO's vesting on 3/13/06.
8. Right to buy pursuant to the Company's 2003 Stock Incentive Plan.
9. Incentive and Non-Qualified stock options granted to reporting person on 2/24/04, NQ options vesting in three increments from 2/24/05 to 2/24/07, and ISO's vesting on 2/24/07.
10. Incentive and Non-Qualified stock options granted to reporting person on 2/24/05, NQ options vesting in three increments from 2/24/06 to 2/24/08, and ISO's vesting on 2/24/08.
11. Incentive and Non-Qualified stock options granted to reporting person on 2/23/06, NQ options vesting in three increments from 2/23/07 to 2/23/09, and ISO's vesting on 2/23/09.
12. Phantom Stock Units held for the benefit of reporting person as of February 28, 2006, based on the value of Humana common stock on a 1-for-1 basis, under the Humana Excess Plan exempt under Rule 16b-3(c and d).

**Remarks:**

Bruce J. Goodman 03/02/2006

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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