

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

Washington, D.C. 20549

OMB APPROVAL

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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>MURRAY JAMES E</u>			<u>HUMANA INC [HUM]</u>		Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			
			<u>12/21/2007</u>			
<u>HUMANA INC.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<u>500 WEST MAIN STREET</u>			<u>12/21/2007</u>		<input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
(Street)						
<u>LOUISVILLE</u>	<u>KY</u>	<u>40202</u>				
(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	12/20/2007		G		465	D	\$0 ⁽¹⁾	5,723	I	See Footnote ⁽²⁾
Humana Common	12/20/2007		G		310	A	\$0 ⁽¹⁾	1,092	I	See Footnotes ⁽³⁾
Humana Common								20,755	I	See Footnote ⁽⁴⁾
Humana Common	12/21/2007		S		30,000	D	\$0 ⁽⁵⁾	102,593	D	
Humana Common	12/20/2007		G		465	D	\$0 ⁽¹⁾	102,128	D	

**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)
						Date Exercisable	Expiration Date					
Options ⁽⁶⁾	\$7.4688					11/18/2002 ⁽⁷⁾	11/18/2009	Humana Common 86,000		86,000	D	
Options ⁽¹⁰⁾	\$32.7					(12)	02/24/2012	Humana Common 110,000		110,000	D	
Options ⁽⁶⁾	\$12.995					03/13/2005 ⁽⁸⁾	03/13/2012	Humana Common 20,000		20,000	D	
Options ⁽⁶⁾	\$9.26					03/13/2006 ⁽⁹⁾	03/13/2013	Humana Common 13,686		13,686	D	
Options ⁽¹⁰⁾	\$21.275					(11)	02/24/2014	Humana Common 80,300		80,300	D	
Options ⁽¹⁰⁾	\$53.96					(13)	02/23/2013	Humana Common 84,720		84,720	D	
Options ⁽¹⁰⁾	\$62.1					(14)	02/22/2014	Humana Common 67,042		67,042	D	

**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				
Phantom Stock Units	(15)							(15)	(15)	Humana Common	15,554		15,554	I	See Footnote ⁽¹⁵⁾

Explanation of Responses:

- Gift of shares to reporting person's 3 children not previously reported (sale on 12/21/07 was previously reported).
- Shares held by reporting person's spouse.
- Shares held by reporting person's child.
- Stock units held for the benefit of reporting person as of December 31, 2007 under the Humana Retirement & Savings Plan, including a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan. All transactions are exempt under Rule 16b-3(c).
- Reporting person sold a total of 30,000 shares on 12/21/2007 at the following prices: 5000@ \$76.26; 300@ \$76.41; 145@ \$76.02; 100@ \$76.01; 300@ \$76; 155@ \$75.89; 200@ \$75.99; 1100@ \$75.78; 200@ \$75.865; 700@ \$75.75; 700@ \$75.85; 200@ \$75.52; 100@ \$75.47; 300@ \$75.72; 200@ \$75.58; 300@ \$75.43; 100@ \$75.46; 800@ \$75.49; 310@ \$75.7; 1290@ \$75.69; 700@ \$75.77; 1100@ \$75.76; 200@ \$75.83; 600@ \$75.63; 1300@ \$75.57; 400@ \$75.56; 100@ \$75.51; 400@ \$75.62; 600@ \$75.67; 700@ \$75.59; 400@ \$75.64; 200@ \$75.42; 200@ \$75.41; 600@ \$75.37; 600@ \$75.45; 1400@ \$75.39; 200@ \$75.415; 200@ \$75.44; 200@ \$75.4; 800@ \$75.38; 200@ \$75.34; 500@ \$75.25; 800@ \$75.36; 100@ \$75.24; 700@ \$75.31; 300@ \$75.28; 800@ \$75.135; 366@ \$75.15; 134@ \$75.13; 500@ \$75.17; 800@ \$75.16; 400@ \$75.22; 100@ \$75.175; 100@ \$75.195; 200@ \$75.14; 200@ \$75.12; 300@ \$75.145; 100@ \$75.19.
- Right to buy pursuant to Company's 1996 Stock Incentive Plan for Employees.
- Non-Qualified Stock Options were granted to reporting person on 11/18/99 vesting in three increments from 11/18/00 to 11/18/02.
- Incentive Stock Options were granted to reporting person on 3/13/02 vesting in thirds from 3/13/03 to 3/13/05.
- Incentive and Non-Qualified Stock Options were granted to reporting person on 3/13/03 vesting in three increments each from 3/13/04 to 3/13/06.
- Right to buy pursuant to Company's 2003 Stock Incentive Plan.
- Incentive and Non-Qualified Stock Options were granted to reporting person on 2/24/04 vesting in three increments from 2/24/05 to 2/24/07, and ISO's vesting on 02/24/07.
- 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.
- 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.
- Incentive and Non-Qualified stock options granted to reporting person on 2/22/07, NQ options vesting in three increments from 2/22/08 to 2/22/10, and ISO's vesting on 2/22/10.
- Phantom Stock Units held for the benefit of reporting person as of December 31, 2007, based on the value of Humana common stock on a 1-for-1 basis, under the Humana Excess Plan. All transactions are exempt under Rule 16b-3(c and d).

Remarks:

James E. Murray 01/17/2008
** 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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