

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* <u>MURRAY JAMES E</u> (Last) (First) (Middle) <u>HUMANA INC.</u> <u>500 WEST MAIN STREET</u> (Street) <u>LOUISVILLE KY 40202</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HUMANA INC [HUM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/26/2006</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>07/26/2006</u>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 (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	07/26/2006		J ⁽³⁾		88,400	D	\$0	143,219	D	
Humana Common	07/26/2006		J		88,400	A	\$0	88,400	I	See Footnote ⁽³⁾
Humana Common								7,361	I	See Footnote ⁽¹⁾
Humana Common								20,386	I	See Footnote ⁽²⁾

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	Title	Amount or Number of Shares				
Options ⁽⁴⁾	\$15.5938					01/09/2000 ⁽⁵⁾	01/09/2007	Humana Common	59,605		59,605	D	
Options ⁽⁴⁾	\$15.5938					01/15/2001 ⁽⁶⁾	01/15/2008	Humana Common	34,800		34,800	D	
Options ⁽⁴⁾	\$19.25					01/15/2002 ⁽⁷⁾	01/15/2009	Humana Common	30,000		30,000	D	
Options ⁽⁴⁾	\$7.4688					11/18/2002 ⁽⁸⁾	11/18/2009	Humana Common	100,000		100,000	D	
Options ⁽¹¹⁾	\$32.7					(13)	02/24/2012	Humana Common	110,000		110,000	D	
Options ⁽⁴⁾	\$12.995					03/13/2005 ⁽⁹⁾	03/13/2012	Humana Common	20,000		20,000	D	
Options ⁽⁴⁾	\$9.26					03/13/2006 ⁽¹⁰⁾	03/13/2013	Humana Common	50,000		50,000	D	
Options ⁽¹¹⁾	\$21.275					(12)	02/24/2014	Humana Common	85,000		85,000	D	
Options ⁽¹¹⁾	\$53.96					(14)	02/23/2013	Humana Common	84,720		84,720	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	13,940		13,940	I	See Footnote ⁽¹⁵⁾

Explanation of Responses:

- Shares held by reporting person's spouse.
- Stock units held for the benefit of reporting person as of June 30, 2006 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)
- Exempt transfer of shares held by James E. Murray 2006 GRAT of which reporting person is the Grantor and Trustee. Reporting person disclaims beneficial ownership of Company stock held by the GRAT except to the extent of his pecuniary interest.
- Right to buy pursuant to Company's 1996 Stock Incentive Plan for Employees.
- Incentive and Non-Qualified Stock Options were granted to reporting person on 9/17/98 vesting in two increments, 9/17/99 and 1/9/00.
- Incentive and Non-Qualified Stock Options were granted to reporting person on 9/17/98 vesting in three increments each from 9/17/99 to 1/15/01.
- Incentive and Non-Qualified Stock Options were granted to reporting person on 1/15/99 vesting in three increments each from 1/15/00 to 1/15/02.
- 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.
- Phantom Stock Units held for the benefit of reporting person as of June 30, 2006, 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 07/28/2006
 ** 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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