
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) **February 24, 2006**

Humana Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-5975

(Commission File Number)

61-0647538

(IRS Employer Identification No.)

500 West Main Street, Louisville, KY

(Address of Principal Executive Offices)

40202

(Zip Code)

502-580-1000

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(c)(1) Effective February 24, 2006, the Registrant's Board of Directors elected James E. Murray as Chief Operating Officer. See attached Press Release.

In connection with Mr. Murray's promotion, the Board made the following adjustments to his compensation in recognition of the increased responsibilities of his new position: an increase in annual base salary from \$550,000 to \$600,000, effective March 5, 2006; and a grant of 84,720 stock options on February 23, 2006 pursuant to the Company's 2003 Stock Incentive Plan. All other terms of Mr. Murray's compensation remain unchanged.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits:

Exhibit No.	Description
--------------------	--------------------

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

HUMANA INC.

BY: Arthur P. Hipwell
Arthur P. Hipwell
Senior Vice President
and General Counsel

Dated: February 28, 2006

INDEX TO EXHIBITS

Exhibit No.	Description
--------------------	--------------------

new s r e a s e

FOR MORE INFORMATION, CONTACT:

Tom Noland
Humana Corporate Communications
Phone: 502-580-3674
E-MAIL: tnoland@humana.com

Humana Names James E. Murray Chief Operating Officer

LOUISVILLE, KY. - February 28, 2006 - Humana Inc. (NYSE:HUM) announced today that James E. Murray has been appointed the company's chief operating officer. In his new role, Murray will integrate all of the company's operations and products under a single senior leader, including senior products, commercial sales and market operations, service, information technology, clinical operations and Humana Military (TRICARE).

Murray, 52, was previously the company's chief operating officer for market and business segment operations. He will continue to report to President and Chief Executive Officer Michael B. McCallister.

"Jim brings an unequalled level of competencies and experience to this important new role - including finance, service operations, sales and market segment operations," McCallister said. "I'm confident that the integration of our key business functions under Jim will create a consumer experience that will be unsurpassed in our industry."

Murray has held a variety of senior leadership positions since joining Humana as vice president of finance in 1989. He was promoted to vice president and chief financial officer in 1997 with responsibility for public and statutory reporting, investor relations, operating unit budget management and evaluation of acquisition opportunities. Most recently, in his role as chief operating officer for market and business segment operations, he had responsibility for all sales, underwriting, specialty products, network management and market management functions.

Murray is a certified public accountant who was a partner with Coopers & Lybrand, now PricewaterhouseCoopers LLP, before joining Humana. He is a graduate of the University of Dayton in Dayton, Ohio.

About Humana

Humana Inc., headquartered in Louisville, Ky., is one of the nation's largest publicly traded health benefits companies, with approximately 9 million medical members. Humana offers a diversified portfolio of health insurance products and related services - through traditional and consumer-choice plans - to employer groups, government-sponsored plans, and individuals.

Over its 45-year history, Humana has consistently seized opportunities to meet changing customer needs. Today, the company is a leader in consumer engagement, providing guidance that leads to lower costs and a better health plan experience throughout its diversified customer portfolio.

More information regarding Humana is available to investors via the Investor Relations page of the company's web site at <http://www.humana.com>, including copies of:

- Annual report to stockholders;
- Securities and Exchange Commission filings;
- Most recent investor conference presentation;
- Quarterly earnings news releases;
- Replay of most recent earnings release conference call;
- Calendar of events (includes upcoming earnings conference call dates, times, and access number, as well as planned interaction with research analysts and institutional investors);
- Corporate Governance information.

###