Edgar Filing: HUMANA INC - Form 4

HUMANA INC Form 4 June 01, 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
Jones, David A.
500 W. Main St.
Louisville, KY 40202
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 May 31, 2001
- 5. If Amendment, Date of Original (Month/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) (X) Director () 10% Owner () Officer (give title below) () Other (specify below) Chairman of the Board
- 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-Derivati	ve Securities Acquired, Disposed	d of, or Beneficiall	y Owned	
1. Title of Security	2. 3. 4.Securities	of (D)	5.Amount of Securities Beneficially Owned at End of Month	
Common (1)	1 1 1	1 1	610,140	
Common (1)		l I	152,808	
		l I	31,385	
Common (1)		I I	, , ,	
	5/14/0 G V 100 1	D 		

Table II Derivativ	e Securit	cites Acquired	d, Disposed of, or Beneficially Owned	
1.Title of Derivative	2.Con-	3. 4.	5.Number of De 6.Date Exer 7.Title and Amount	8.P
Security	version	Transaction	rivative Secu cisable and of Underlying	of
	or Exer		rities Acqui Expiration Securities	vat
	cise	1	red(A) or Dis Date(Month/	Sec
				Į.

Edgar Filing: HUMANA INC - Form 4

	Price of Deriva-				posed of (D))	Day/Year) ri Date Expir
	tive Secu-	 	İ	 			A/ Exer- ation Title and Number D cisa- Date of Shares
	rity	Date	Code	V	Amount	<u> </u>	ble
Option(4)	21.25 			 		 	1/2/9 1/2/0 Common(1) 5,000 9 8
Option(4)	18.7813 		 	 			1/4/0 1/4/0 Common(1) 5,000 0 9
Option(4)	7.875 			 			1/3/0 1/3/1 Common(1) 5,000 1 0
Option(4)	14.7813	 	 	 			1/2/0 1/2/1 Common (1) 3,887 2 1
Option(5)	14.7813			 	·		1/2/0 1/2/1 Common (1) 1,113 2 1
Forward Sale Contract (7)	(7) 	3/22/ 01	/ J(7) 	 	(7)	A 	3/22/ 3/22/ Common (1) 451,700 (7
	1						

Explanation of Responses:

(1) Each share of Common Stock contains a Right adopted on March 5, 1987, pursuant to the Company Rights

Agreement, as amended and restated on February 14, 1996, and amended as of May 27, 1998 and March 1,

1999, which entitles holders of the Company's Common Stock, in the $% \left(1\right) =\left(1\right) +\left(1\right)$

acquire 1/100 of a share of Series A Participating Preferred Stock at a price of \$145 per fractional share.

(2) Shares held by Family Limited Partnership ("FLP") of which my wife and I are General Partners and Trusts

established by each of us are Limited Partners, together with a Family Charitable Foundation. I disclaim beneficial

ownership of Company stock held by the FLP except to the extent of $my\ pecuniary\ interest.$

(3) Shares held by 96 A/J Family Limited Partnership ("FLP-96") of which my wife and I are General Partners, and

together with a Family Charitable Foundation are Limited Partners. I disclaim beneficial ownership of Company

stock held by the FLP-96 except to the extent of $my\ pecuniary\ interest.$

- (4) Right to buy pursuant to Company's 1989 Stock Option Plan for Non-Employee Directors.
- (5) Right to buy pursuant to Company's 1996 Incentive Stock Option Plan.
- (6) Shares held by Jones Investments, Ltd. ("JIL"), a partnership of which DBJ, LLC is the General Partner. My

wife and I are the members of DBJ, LLC. I disclaim beneficial ownership of Company stock held by JIL except to $\,$

the extent of my pecuniary

interest.

(7) On March 22, 2001, Mr. Jones entered into a forward sale agreement (the "Forward Agreement") relating to

up to 451,700 shares (the "Base Amount") of Common Stock. In connection with

Edgar Filing: HUMANA INC - Form 4

the Forward Agreement,

between March 14, 2001 and March 22, 2001, the counterparty sold 451,700 shares of Common Stock into the

public market in accordance with paragraphs (f) and (g) of Rule 144 under the Securities Act of 1933, as

amended, at an average price of \$11.32 per share. The Forward Agreement provides that three business days

after March 22, 2004 Mr. Jones will deliver a number of shares of Common Stock (or, at the election of Mr. Jones,

the cash equivalent of such shares) based on the following: (a) if the closing price of the Common Stock on

March 22, 2004 (the "Final Price") is less than \$11.32 per share, Mr. Jones will deliver 451,700 shares; (b) if the

Final Price is equal to or greater than \$11.32 per share (the "Floor Price") but less than or equal to \$13.92 per

share (the "Cap Price"), Mr. Jones will deliver a number of shares equal to Floor Price/Final price \times 451,700; and

(c) if the Final price is greater than the Cap Price, Mr. Jones will deliver a number of shares equal to Floor Price \pm

(Final Price - Cap Price)/Final Price \times 451,700. In consideration therefor, Mr. Jones has received a price of \$4,381,490.00.