Dunbar Webster Roy Form 4 December 23, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number: January 31,

Expires: 2005 Estimated average

0.5

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **Dunbar Webster Roy**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

Humana

Common

(First)

(Middle)

(Zip)

HUMANA INC [HUM] 3. Date of Earliest Transaction

(Month/Day/Year) 12/22/2008

X_ Director 10% Owner Other (specify

(Check all applicable)

Officer (give title below)

NETWORK SOLUTIONS. LLC, 13861 SUNRISE VALLEY DRIVE, SUITE 300

(Street)

(State)

12/22/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

6. 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-Derivative Securities Acquired, Disposed of, or Beneficially Owned

HERNDON, VA 20171

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) (Instr. 3) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (A)

Securities Beneficially Owned Following Reported

Price

33.7956

6. Ownership Form: Direct (D) or Indirect

(I)

(Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Code V Amount (D)

100

Transaction(s)

(Instr. 3 and 4)

D 9,687

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

P

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SEC 1474 (9-02)

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

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8. Price of Derivative Security (Instr. 5)

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Unit (1)	(1)					<u>(1)</u>	(1)	Humana Common	5,659
Stock Unit (2)	<u>(2)</u>					(2)	(2)	Humana Common	1,555

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dunbar Webster Roy NETWORK SOLUTIONS, LLC 13861 SUNRISE VALLEY DRIVE, SUITE 300 HERNDON, VA 20171



Signatures

W. Roy Dunbar 12/22/2008

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Annual Director's fee payable in stock units, deferred at the election of the reporting person until his resignation of services as a director at which time the stock units will be payable in Humana Inc. common stock on a 1-for-1 basis, exempt pursuant to Rule 16(b)-3(d)(1).
- Director's cash fee elected to be converted into stock units, deferred at the election of the reporting person until his resignation of services (2) as a director at which time the stock units will be payable in Humana Inc. common stock on a 1-for-1 basis, exempt pursuant to Rule 16(b)-3(d)(1).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. rder: solid black; border-top-width: 0; border-right-width: 0; border-left-width: 0; border-bottom-width: 1"> /s/ Bruce R. Berkowitz 02/04/2009**Signature of Reporting Person Date

Reporting Owners 2

Explanation of Responses:

- * 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).
- (1) These transactions were executed on behalf of separately managed accounts to which Fairholme Capital Management, L.L.C. ("Fairholme") acts as investment adviser.
 - Bruce R. Berkowitz ("Mr. Berkowitz", and together with Fairholme, the "Reporting Persons") is the managing member of Fairholme, a Delaware limited liability company which serves as the general partner, managing member, investment manager or investment adviser to several investment funds, both public and private, and separately managed accounts that own such reported securities. To the extent that
- (2) the Reporting Persons may be deemed to beneficially own the securities reported on this Form 4, the Reporting Persons each disclaim beneficial ownership of such securities except to the extent of their pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- The securities were held in a managed account managed by Fairholme pursuant to an investment management agreement that was (3) terminated. Accordingly, Fairholme and Mr. Berkowitz are no longer deemed to be beneficial owners of such securities, which were sold at the owner's direction.
- (4) These securities are owned by Fairholme Funds, Inc. (the "Fund").
- (5) These securities may be deemed to be beneficially owned by Fairholme, the investment manager of the Fund, and Mr. Berkowitz, the managing member of Fairholme.
- (6) These securities are owned by Mr. Berkowitz, who is a Reporting Person.

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