

HUMANA INC  
Form DEFA14A  
March 10, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No.    )**

Filed by the Registrant                       Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14A-6(E)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Humana Inc.**

**(Name of Registrant as Specified In Its Charter)**

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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On March 10, 2009, Humana Inc. (the Company) made the following communication available to the Company's employees:

**Highlights**

You may have the right to vote on items being presented at our stockholders meeting

Annual stockholders meeting is scheduled for April 23, 2009

**Exercise your voting privilege as a Humana stockholder**

Humana associates who participate in our company's Retirement and Savings (401[k]) Plan and have invested funds in the Humana Common Stock Fund have the right to vote on items being presented at this year's annual stockholders meeting, scheduled for April 23, 2009. You may submit one vote for each share held in your Humana Common Stock account as of February 23, 2009.

**What documents do you need to vote?**

Every year, Humana produces a document - the proxy statement - that details all of the information the company's stockholders need in order to make informed votes. The proxy becomes available to stockholders and the public after Humana files it with the federal Securities and Exchange Commission on Tuesday, March 10. In order to vote, you must also receive an official voting card.

**When will you receive the proxy statement and voting card?**

Starting March 10, all stockholders who have (recently or in prior years) successfully submitted electronic requests for a proxy statement and voting card will then receive - via the e-mail address you designated during the online-registration process - a proxy statement and voting card. (Please watch for e-mail from [ID@ProxyVote.com](mailto:ID@ProxyVote.com).) If you did not sign up for electronic delivery of these materials, you'll receive a Notice and Access Card in the mail at home regarding the material.

**When can participants in the Humana Retirement and Savings Plan vote?**

If you wish to vote, you may do so AFTER you receive your voting card. You then must vote BEFORE midnight on April 20, 2009, through Humana's Retirement and Savings Plan Trustee - Charles Schwab with Broadridge acting as tabulator. If your voting instructions are received by 11:59 p.m. EDT on Monday, April 20, 2009, the Trustee will submit a proxy that reflects your instructions. If you do not give voting instructions (or give them late), the Trustee will vote your interest in the Humana Common Stock Fund in the same proportion as the shares attributed to the Humana Retirement and Savings Plan actually voted. Humana's stockholders meeting will be held on April 23, 2009.

**Whom do you contact for answers to your stockholder-voting-process questions?**

If you have any questions, please contact Joan Lenahan via Lotus Notes (Joan O. Lenahan/Louisville/Humana).

On March 10, 2009, the Company distributed the following Notice Regarding the Availability of Proxy Materials to its shareholders as of the record date of February 23, 2009.

**HUMANA INC.**

**Stockholder Meeting to be held on April 23, 2009**

**\*\* IMPORTANT NOTICE \*\***

**Proxy Materials Available**

**Regarding the Availability of Proxy Materials**

Notice and Proxy Statement

Annual Report with Form 10-K

You are receiving this communication because you hold shares in the above company, and the materials you should review before you cast your vote are now available.

**This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.**

**PROXY MATERIALS - VIEW OR RECEIVE**

**You can choose to view the materials online or receive a paper or e-mail copy. There is NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.**

*ATTN: JOAN LENAHAN*

*500 W. MAIN ST., 27TH FLOOR*

*LOUISVILLE, KY 40202*

**To facilitate timely delivery please make the request as instructed below on or before April 9, 2009.**

**HOW TO VIEW MATERIALS VIA THE INTERNET**

Have the 12 Digit Control Number available and visit:

[www.proxyvote.com](http://www.proxyvote.com)

**HOW TO REQUEST A COPY OF MATERIALS**

- 1) BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE - 1-800-579-1639
- 3) BY E-MAIL\* - [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

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\*If requesting materials by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

*See the Reverse Side for Meeting Information and Instructions on How to Vote*

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**Meeting Information**

Meeting Type:	Annual
Meeting Date:	April 23, 2009
Meeting Time:	10:00 A.M., EDT
For holders as of:	February 23, 2009

**Meeting Location:**

Humana Building  
500 West Main Street  
25th Floor Auditorium  
  
Louisville, KY 40202

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**How To Vote**

**Vote In Person**

There are no special requirements for meeting attendance in order to vote in person at the Meeting. At the Meeting, you will need to request a ballot to vote these shares.

**Vote By Internet**

To vote *now* by Internet, go to [WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM). Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.

**Voting items**

The Board of Directors recommends a vote

**FOR** the following proposals.

1. The Election of Directors.

**Nominees:**

1a) David A. Jones, Jr.

1i) Marissa T. Peterson

1b) Frank A. D. Amelio

1j) W. Ann Reynolds, Ph.D.

1c) W. Roy Dunbar

2. The ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm.

1d) Kurt J. Hilzinger

1e) Michael B. McCallister

1f) William J. McDonald

1g) William E. Mitchell

1h) James J. O'Brien

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