

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

Vieth, Jr., George W.
500 West Main Street
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

October 31, 1999

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

() Director () 10% Owner (X) Officer (give title below) () Other
(specify below)

Senior Vice President of Market Segment Management

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) Form filed by One Reporting Person

() Form filed by More than One Reporting Person

1. Title of Security	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D)		5. Amount of Securities Beneficially Owned at End of Month	6. Director (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Amount	Price			
Common (1)	10/15/1999	P		1,000	A \$6.50 22,000	D	
Common (1)	10/15/1999	P		1,000	A \$6.50 2,400	I	Cust. for Child(E)
Common (1)	10/25/1999	P		1,000	A \$6.00 1,500	I	Cust. for Child(T)
Common (1)	10/25/1999	P		1,000	A \$6.000 2,000	I	Cust. for Child(I)
Common (1)						I	IRA
Common (1)						I	Wife-IRA
Common (1)						I	HRSP (2)

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities	10. Nature of Derivative	
									Director (D) or Indirect (I)	Nature of Indirect Ownership
Option (3)	6.5625				4/14/95 - 4/14/03	Common (1) 15,000	15,000	15,000	D	
Option (3)	6.5625				4/14/96 - 4/14/03	Common (1) 15,000	15,000	15,000	D	
Option (3)	6.5625				4/14/97 - 4/14/03	Common (1) 15,000	15,000	15,000	D	
Option (3)	6.5625				4/14/98 - 4/14/03	Common (1) 15,000	15,000	15,000	D	
Phantom Stock Units (5)	1-for-1				(5) (5)	Common (1) 2,017.1		2,017.1	D	
Option (3)	15.5938				9/17/99 - 1/12/05	Common (1) 13,760		13,760	D	
Option (3)	15.5938				9/17/99 - 1/11/06	Common (1) 6,090		6,090	D	
Option (4)	15.5938				9/17/99 - 1/9/07	Common (1) 43,008		43,008	D	
Option (4)	15.5938				1/9/01 - 1/9/07	Common (1) 21,182		21,182	D	

Option-ISO (4)	15.5938				9/17/1999	1/15/108	Common (1)	4,316	4,316	D
Option-ISO (4)	15.5938				1/15/00	1/15/108	Common (1)	4,316	4,316	D
Option-ISO (4)	15.5938				1/15/01	1/15/108	Common (1)	4,316	4,316	D
Option-NQ (4)	15.5938				9/17/1999	1/15/108	Common (1)	7,284	7,284	D
Option-NQ (4)	15.5938				1/15/00	1/15/108	Common (1)	7,284	7,284	D
Option-NQ (4)	15.5938				1/15/01	1/15/108	Common (1)	7,284	7,284	D
Option (4)	19.25				1/15/00	1/15/109	Common (1)	10,000	10,000	D
Option (4)	19.25				1/15/01	1/15/109	Common (1)	10,000	10,000	D
Option (4)	19.25				1/15/02	1/15/109	Common (1)	10,000	10,000	D
Option (4)	9.5938				9/9/00	9/9/019	Common (1)	8,334	8,334	D
Option (4)	9.5938				9/9/01	9/9/019	Common (1)	8,333	8,333	D
Option (4)	9.5938				9/9/02	9/9/019	Common (1)	8,333	8,333	D

Explanation of Responses:

(1) Each share of Common Stock contains a Right adopted on March 5, 1987, as amended and restated on February 14, 1996, and amended as of May 27, 1998 and March 1, 1999, pursuant to the Company Rights

Agreement, which entitles holders of the Company's Common Stock, in the event certain specified events occur, to acquire 1/100th of a share of Series A Participating Preferred Stock at a price of \$145 per fractional share.

(2) Shares held for my benefit as of October 8, 1999, under the Humana Retirement & Savings Plan ("HRSP") exempt under Rule 16b-3(c).

(3) Right to buy pursuant to the Company's 1989 Stock Option Plan for Employees.

(4) Right to buy pursuant to the Company's 1996 Stock Incentive Plan.

(5) Phantom Stock Units held for my benefit as of October 8, 1999, under the Humana Excess Plans exempt under Rule 16b-3(d).