

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, Jr., David A.
 Chrysalis Ventures, Inc.
 101 S. Fifth Street
 1850 National City Tower
 Louisville, KY 40202
 USA

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

January 31, 1999

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)

Vice Chairman of the Board of Directors

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-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month Price	6. Director (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
Common (1)	1/4/99	A(7)	1,000	216,741	D	
Common (1)				72	I	Spouse
Common (1)				1,300	I	By Son (3)
Common (1)				1,300	I	By Daughter (4)
Common (1)				300	I	IRA (5)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	5. Date Exercisable and Expiration Date	6. Title and Amount of Underlying Securities	7. Price of Derivative	8. Number of Derivative Securities	9. Nature of Indirect Beneficial Ownership
Option (2)	10.6875			5/13/94 - 5/13/03	Common (1)	5,000	5,000	D
Option (2)	10.6875			5/13/95 - 5/13/03	Common (1)	5,000	5,000	D
Option (2)	10.6875			5/13/96 - 5/13/03	Common (1)	5,000	5,000	D
Option (2)	22.4375			1/3/91 - 1/3/06	Common (1)	5,000	5,000	D
Option (2)	26.9375			1/2/91 - 1/2/06	Common (1)	5,000	5,000	D
Option (6)	19.3125			11/14/97 - 11/14/06	Common (1)	28,334	28,334	D
Option (6)	19.3125			11/14/98 - 11/14/06	Common (1)	28,333	28,333	D
Option (6)	19.3125			11/14/99 - 11/14/06	Common (1)	28,333	28,333	D
Option (2)	18.9375			1/2/91 - 1/2/07	Common (1)	5,000	5,000	D
Option (6)	21.9375			3/25/98 - 3/25/07	Common (1)	13,334	13,334	D

Option (6)	21.9375					3/25/1999	3/25/07	Common (1)	13,333		13,333	D	
Option (6)	21.9375					3/25/00	3/25/07	Common (1)	13,333		13,333	D	
Option (2)	21.25					1/2/99	1/2/08	Common (1)	5,000		5,000	D	
Option (6)	20.1563					1/15/99	1/15/08	Common (1)	13,334		13,334	D	
Option (6)	20.1563					1/15/00	1/15/08	Common (1)	13,333		13,333	D	
Option (6)	20.1563					1/15/01	1/15/08	Common (1)	13,333		13,333	D	
Option (2)	18.7813	1/4/99	A	V		1/4/00	1/4/09	Common (1)	5,000		5,000	D	
Option (2)	19.25	1/15/99	A	V		1/15/00	1/15/09	Common (1)	13,334		13,334	D	
Option (2)	19.25	1/15/99	A	V		1/15/01	1/15/09	Common (1)	13,333		13,333	D	
Option (2)	19.25	1/15/99	A	V		1/15/02	1/15/09	Common (1)	13,333		13,333	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 May 27, 1998, pursuant to the Company's Rights Agreement, which entitles holders of the Company's Common Stock, in the event certain specified events occur, to acquire 1/100 of a share of Series A Participating Preferred Stock at a price of \$145 per fractional share.

(2) Right to buy pursuant to the Company's 1989 Stock Option Plan for Non-Employee Directors.

(3) Shares held by spouse as custodian for son.

(4) Shares held by spouse as custodian for daughter.

(5) Shares held by Individual Retirement Account (IRA).

(6) Right to buy pursuant to the Company's 1996 Stock Incentive Plan for Employees.

(7) Award of stock in lieu of director fees exempt under 16(b)-3(d)(1).