

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549  
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

(X) 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

Shaul, L. Bryan  
 Humana Inc.  
 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

February 28, 2001

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)

Vice President-Finance & Controller

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)				22,650	D	
Common (1)				591	I	HRSP(4)

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. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Number of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Director (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
Options (2)	19.9688	3/11/99			3/11/01 - 3/11/09	Common (1)	5,000	5,000	D	
Options (2)	19.9688	3/11/99			3/11/02 - 3/11/09	Common (1)	5,000	5,000	D	
Options (2)	19.9688	3/11/99			3/11/03 - 3/11/09	Common (1)	5,000	5,000	D	
Options (2)	19.9688	3/11/99			3/11/04 - 3/11/09	Common (1)	5,000	5,000	D	
Options (3)	19.5938	9/9/99			9/9/00 - 9/9/09	Common (1)	3,334	3,334	D	
Options (3)	19.5938	9/9/99			9/9/00 - 9/9/09	Common (1)	3,333	3,333	D	
Options (3)	19.5938	9/9/99			9/9/00 - 9/9/09	Common (1)	3,333	3,333	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's 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) Right to buy pursuant to the Company's 1996 Stock Incentive Plan for Employees.

(3) Right to buy pursuant to the Company's 1999 Non-Qualified Stock Plan for Employees.

(4) Shares held for my benefit as of January 26, 2001 under the Humana Retirement & Savings Plan ("HRSP") exempt under Rule 16b-3(c) and a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, exempt under Rule 16b-3(c).