

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
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

October 31, 1998

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-Strategy and Systems Development

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	6. Director (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
Common (1)	9/9/98	A	12,000	\$1,1667	D	
Common (1)				1,400	I	Cust. for Child
Common (1)				500	I	Cust. for Child
Common (1)				1,000	I	Cust. for Child
Common (1)				300	I	IRA
Common (1)				100	I	Wife-IRA
Common (1)				4,462.6	I	HRSP (2)

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities	10. Director (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
Option (3)	6.5625				4/14/95 - 4/14/03	Common (1)	15,000	15,000	D	
Option (3)	6.5625				4/14/96 - 4/14/03	Common (1)	15,000	15,000	D	
Option (3)	6.5625				4/14/97 - 4/14/03	Common (1)	15,000	15,000	D	
Option (3)	6.5625				4/14/98 - 4/14/03	Common (1)	15,000	15,000	D	
Option (3)	23.0625	9/17/98	D(6)	6,667	1/12/96 - 1/12/05	Common (1)	6,667	0	D	
Option (3)	23.0625	9/17/98	D(6)	6,667	1/12/97 - 1/12/05	Common (1)	6,667	0	D	
Option (3)	23.0625	9/17/98	D(6)	6,666	1/12/98 - 1/12/05	Common (1)	6,666	0	D	
Option (3)	26.3125	9/17/98	D(6)	3,334	1/11/97 - 1/11/06	Common (1)	3,334	0	D	
Option (3)	26.3125	9/17/98	D(6)	3,334	1/11/98 - 1/11/06	Common (1)	3,334	0	D	
Option (3)	26.3125	9/17/98	D(6)	3,333	1/11/98 - 1/11/06	Common (1)	3,333	0	D	

Option (4)	18.8125	9/17/98	D(6)	23,334	D	1/9/98	1/9/00	Common (1)	23,334	0	D
Option (4)	18.8125	9/17/98	D(6)	23,333	D	1/9/98	1/9/00	Common (1)	23,333	0	D
Option (4)	18.8125	9/17/98	D(6)	23,333	D	1/9/00	1/9/00	Common (1)	23,333	0	D
Option-ISO (4)	20.1563	9/17/98	D(6)	4,961	D	1/15/99	1/15/08	Common (1)	4,961	0	D
Option-ISO (4)	20.1563	9/17/98	D(6)	4,961	D	1/15/00	1/15/08	Common (1)	4,961	0	D
Option-ISO (4)	20.1563	9/17/98	D(6)	4,961	D	1/15/01	1/15/08	Common (1)	4,961	0	D
Option-NQ (4)	20.1563	9/17/98	D(6)	8,373	D	1/15/99	1/15/08	Common (1)	8,373	0	D
Option-NQ (4)	20.1563	9/17/98	D(6)	8,372	D	1/15/00	1/15/08	Common (1)	8,372	0	D
Option-NQ (4)	20.1563	9/17/98	D(6)	8,372	D	1/15/01	1/15/08	Common (1)	8,372	0	D
Phantom Stock Units (51-for-1)					(5)	(5)		Common (1)	1,031.4	1,031.4	D
Option (3)	15.5938	9/17/98	A(7)	13,760	A	9/17/99	1/12/05	Common (1)	13,760	13,760	D
Option (3)	15.5938	9/17/98	A(7)	6,090	A	9/17/99	1/11/06	Common (1)	6,090	6,090	D
Option (4)	15.5938	9/17/98	A(7)	42,794	A	9/17/99	1/9/00	Common (1)	42,794	42,794	D
Option (4)	15.5938	9/17/98	A(7)	21,396	A	1/9/00	1/9/00	Common (1)	21,396	21,396	D
Option-ISO (4)	15.5938	9/17/98	A(7)	4,316	A	9/17/99	1/15/08	Common (1)	4,316	4,316	D
Option-ISO (4)	15.5938	9/17/98	A(7)	4,316	A	1/15/00	1/15/08	Common (1)	4,316	4,316	D
Option-ISO (4)	15.5938	9/17/98	A(7)	4,316	A	1/15/01	1/15/08	Common (1)	4,316	4,316	D
Option-NQ (4)	15.5938	9/17/98	A(7)	7,284	A	9/17/99	1/15/08	Common (1)	7,284	7,284	D
Option-NQ (4)	15.5938	9/17/98	A(7)	7,284	A	1/15/00	1/15/08	Common (1)	7,284	7,284	D
Option-NQ (4)	15.5938	9/17/98	A(7)	7,284	A	1/15/01	1/15/08	Common (1)	7,284	7,284	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 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 August 31, 1998, 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 August 31, 1998, under the Humana Excess Plans exempt under Rule 16b-3(d).

(6) Cancellation of option in connection with grant of replacement option exempt under Rule 16(b)-3(d)(1).

(7) Replacement of existing option exempt under Rule 16(b)-3(d)(1). Vesting will be deferred until September 17, 1999 for any option increments that are currently vested or which otherwise would vest before then.