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: FORM 3 :
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: OMB APPROVAL :
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: OMB NUMBER 3235-0104 :
: EXPIRES: September 30, 1998 :
: ESTIMATED AVERAGE BURDEN :
: HOURS PER RESPONSE.... 0.5 :
:-----:

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(f) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person

United HealthCare Corporation

(Last) (First) (Middle)

300 Opus Center
9900 Bren Road East

(Street)

Minnetonka Minnesota 55343

(City) (State) (Zip)

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2. Date of Event Requiring Statement (Month/Day/Year)

May 27, 1998

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3. IRS or Social Security Number of Reporting Person (Voluntary)

41-1321939

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4. Issuer Name and Ticker or Trading Symbol

Humana Inc. (HUM)

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

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

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

N/A

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

Form filed by One Report Person

____ Form filed by More than One Report Person

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	7. Nature of Indirect Beneficial Ownership (Instr. 5)

<FN>			
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. (Print or Type Responses)			(Over) SEC 1473 (7-96)
</FN>			

FORM 3 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES BENEFICIALLY OWNED
(e.g., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 4)	
Option to purchase shares of Common Stock, par value 0.16 2/3 per share ("Common Stock"), of Humana Inc. ("Humana")	

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2. Date Exercisable and Expiration Date (Month/Day/Year)	
Date Exercisable	Expiration Date
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+	+
=====	
3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	
Title	Amount or Number of Shares
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Common Stock	33,000,000
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4. Conversion or Exercise Price of Derivative Security	
\$30.3375 per share	

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5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
D	

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6. Nature of Indirect Beneficial Ownership (Instr. 5)	
N/A	

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Explanation of Responses:

+ Beneficial ownership of 33,000,000 shares of Common Stock (subject to adjustment as provided in the Stock Option Agreement (as defined below)) hereunder is being reported solely as a result of the Stock Option Agreement, dated as of May 27, 1998 (the "Stock Option Agreement"), between United HealthCare Corporation ("United HealthCare") and Humana. The option granted pursuant to the Stock Option Agreement (the "Option") may be exercised, in whole or in part, only upon the happening of certain events as set forth in the Stock Option Agreement, none of which events has happened as of the date hereof. The Option expires upon the happening of certain events as set forth in the Stock Option Agreement. United HealthCare expressly disclaims ownership of shares of Common Stock which may be purchased by it pursuant to the terms of the Stock Option Agreement.

United HealthCare Corporation

By: /s/ David J. Lubben June 5, 1998

Name: David J. Lubben Date
Title: General Counsel and Secretary

**Signature of Reporting Person

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

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SEC 1473 (7-96)