

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, David A.
 500 W. Main St.
 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

July 31, 2002

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)

Chairman of the Board

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 or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month Price	6. Director or Indirect Beneficial Ownership (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
Common (1)				610,140	I	FLP(2)
Common (1)				152,808	I	FLP-96(3)
Common (1)				30,000	I	Wife
Common (1)	7/10/12	G	V1,000,000			
Common (1)	7/12/02	G	V1880	4,151,445	I	DAJ-RT(8)
Common (1)				1,385	I	BJ-RT(9)
Common (1)				719,028	I	JIL(6)
Common (1)	7/1/02	S(10)	80,000	\$15.2472		
Common (1)	7/12/02	G	V1,120	1,699,532	D	

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. Derivative Securities Acquired or Disposed of (D) Amount	5. Number of Derivative Securities Acquired or Disposed of (D) Amount	6. Date of Exercise or Expiration Date (Month/Day/Year) or Date of Exercise or Expiration (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities	10. Date of Exercise or Expiration Date (Month/Day/Year) or Date of Exercise or Expiration (Month/Day/Year)	11. Nature of Derivative Security (D) or Indirect Beneficial Ownership (I)
Option (4)	21.25				1/2/99 - 1/2/08	Common (1)	5,000	5,000		D
Option (4)	18.7813				1/4/00 - 1/4/09	Common (1)	5,000	5,000		D
Option (4)	7.875				1/3/01 - 1/3/10	Common (1)	5,000	5,000		D
Option (4)	14.7813				1/2/02 - 1/2/11	Common (1)	3,887	3,887		D
Option (5)	14.7813				1/2/02 - 1/2/11	Common (1)	1,113	1,113		D
Forward Sale Contract (7)					3/22/04 - 13/22/04	Common (1)	451,700			D
Option (5)	11.235				10/10/02 - 10/10/11	Common (1)	83,334	83,334		D
Option (5)	11.235				10/10/03 - 10/10/11	Common (1)	83,333	83,333		D

Lynch, Pierce, Fenner & Smith beginning in March 2002, and UBS PaineWebber Inc. beginning in April 2002. The Trading Plans cover up to an aggregate of Nine Hundred Sixty Thousand (960,000) shares of Humana Inc. common stock. The 10b5-1 Trading Plans are scheduled to terminate no later than February 28, 2003 subject to earlier termination per the provisions as set out in the Trading Plans.