

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

Fasola, Kenneth J.
 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

March 31, 2002

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)

Chief Operating Officer-Market Operations

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. Con- Transaction Date	3. 3. Code V	4. Securities Acquired (A) or Disposed of (D) A/ D	5. Amount of Securities Beneficially Owned at End of Month	6. Dir ect (D) or Indir ect (I)	7. Nature of Indirect Beneficial Ownership
Common (1)				172,249	D	
Common (1)				24,341	I	HRSP (2)

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

1. Title of Derivative Security	2. Con- version for Exer cise Price of Deriva- tive Secu- rity	3. 3. Transaction Date	4. 4. Code V	5. Number of De rivative Secu rities Acqui red (A) or Dis posed of (D) Amount	6. Date Exer cisable and Expiration Date (Month/ Day/Year) Date Expir- ation Date	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Price of Deri vative Secu rity	9. Number of Deriva tive Securities Benefi cially Owned at End of Month	10. 10. Nature of Deriva tive Benefi cially Owned at End of Month	11. Nature of Dir ect Indirect Beneficial Ownership (D) Ownership (I)	
Phantom Stock Units (5)	for-1				(5)	(5)	Common (1)	11,127	11,127	D	
Option (3)	15.5938				9/17/99	11/16/05	Common (1)	11,086	11,086	D	
Option (3)	15.5938				11/16/99	11/16/05	Common (1)	5,542	5,542	D	
Option (3)	15.5928				11/16/00	11/16/05	Common (1)	5,542	5,542	D	
Option (4)	15.5938				9/17/99	8/12/06	Common (1)	79,110	79,110	D	
Option (4)	15.5938				9/17/99	1/9/07	Common (1)	49,152	49,152	D	
Option (4)	15.5938				9/17/99	1/9/07	Common (1)	24,208	24,208	D	
Option-ISO (4)	15.5938				9/17/99	1/15/08	Common (1)	4,316	4,316	D	
Option-ISO (4)	15.5938				1/15/00	1/15/08	Common (1)	4,316	4,316	D	
Option-ISO (4)	15.5938				1/15/01	1/15/08	Common (1)	4,316	4,316	D	
Option-NQ (4)	15.5938				9/17/99	1/15/08	Common (1)	7,284	7,284	D	
Option-NQ (4)	15.5038				1/15/00	1/15/08	Common (1)	7,284	7,284	D	
Option-NQ (4)	15.5938				1/15/01	1/15/08	Common (1)	7,284	7,284	D	

Option (4)	19.25					1/15/11/15/	Common (1)	10,000		10,000	D
						00 09					
Option (4)	19.25					1/15/11/15/	Common (1)	10,000		10,000	D
						01 09					
Option (4)	19.25					1/15/11/15/	Common (1)	4,806		4,806	D
						02 09					
Option-ISO (4)	19.25					1/15/11/15/	Common (1)	5,194		5,194	D
						02 09					
Option (4)	7.4688					11/18/11/18/	Common (1)	33,334		33,334	D
						00 09					
Option (4)	7.4688					11/18/11/18/	Common (1)	33,333		33,333	D
						01 09					
Option (4)	7.4688					11/18/11/18/	Common (1)	33,333		33,333	D
						02 09					
Option-ISO (4)	12.995	3/13/A	V	6,667	A	3/13/3/13/	Common (1)	6,667		6,667	D
		02				03 12					
Option-ISO (4)	12.995	3/13/A	V	6,667	A	3/13/3/13/	Common (1)	6,667		6,667	D
		02				04 12					
Option-ISO (4)	12.995	3/13/A	V	6,666	A	3/13/3/13/	Common (1)	6,666		6,666	D
		02				05 12					

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 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 January 31, 2002 under the Humana Retirement & Savings Plan ("HRSP") and a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, 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 January 31, 2002 under the Humana Excess Plans, exempt under Rule 16b-3(d).