

OMB APPROVAL	
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**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 Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>JONES DAVID A SR/KY</b>  (Last) (First) (Middle) <b>HUMANA INC.</b> <b>500 WEST MAIN STREET</b>  (Street) <b>LOUISVILLE KY 40202</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>HUMANA INC [ HUM ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>07/28/2003</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Humana Common <sup>(1)</sup>	07/28/2003		G	V	500	D	\$0	1,319,482	D	See Footnote <sup>(9)</sup>
Humana Common <sup>(1)</sup>								757,974	I	See Footnote <sup>(2)</sup>
Humana Common <sup>(1)</sup>								610,140	I	See Footnote <sup>(3)</sup>
Humana Common <sup>(1)</sup>								152,808	I	See Footnote <sup>(4)</sup>
Humana Common <sup>(1)</sup>								30,000	I	See Footnote <sup>(5)</sup>
Humana Common <sup>(1)</sup>								375,406	I	See Footnote <sup>(6)</sup>
Humana Common <sup>(1)</sup>								4,760,659	I	See Footnote <sup>(7)</sup>
Humana Common <sup>(1)</sup>								2,519	I	See Footnote <sup>(8)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Humana Common <sup>(10)</sup>	\$21.25							01/02/1999	01/02/2008	Humana Common <sup>(1)</sup>	5,000	5,000	D <sup>(10)</sup>	
Humana Common <sup>(10)</sup>	\$18.7813							01/04/2000	01/04/2009	Humana Common <sup>(1)</sup>	5,000	5,000	D	
Humana Common <sup>(10)</sup>	\$7.875							01/03/2001	01/03/2010	Humana Common <sup>(1)</sup>	5,000	5,000	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Humana Common <sup>(11)</sup>	\$14.7813							01/02/2002	01/02/2011	Humana Common <sup>(1)</sup>	1,113		1,113	D	
Humana Common <sup>(10)</sup>	\$14.7813							01/02/2002	01/02/2011	Humana Common <sup>(1)</sup>	3,887		3,887	D	
Humana Common <sup>(11)</sup>	\$11.235							10/10/2002	10/10/2011	Humana Common <sup>(1)</sup>	83,334		83,334	D	
Humana Common <sup>(11)</sup>	\$11.235							10/10/2003	10/10/2011	Humana Common <sup>(1)</sup>	83,333		83,333	D	
Humana Common <sup>(11)</sup>	\$11.235							10/10/2004	10/10/2011	Humana Common <sup>(1)</sup>	83,333		83,333	D	
Humana Common <sup>(11)</sup>	\$11.55							01/02/2003	01/02/2012	Humana Common <sup>(1)</sup>	5,000		5,000	D	
Humana Common <sup>(11)</sup>	\$10.19							01/02/2004	01/02/2013	Humana Common <sup>(1)</sup>	5,000		5,000	D	

**Explanation of Responses:**

1. Each share of Common Stock contains a Right adopted on March 5, 1987, pursuant to the Company Rights Agreement, as amended and restated on February 14, 1996, and amended as of May 27, 1998 and March 1, 1999, which entitles holders of the Company's Common Stock, in the event certain specified events occur, to acquire 1/100 of a share of Series A Participating Preferred Stock at a price of \$145 per fractional share.
2. Shares held by DBJ Investments, Ltd., a limited partnership of which reporting person is a limited partner and DBJ, LLC is the General Partner. Reporting person and spouse are the members of DBJ, LLC. Reporting person disclaims beneficial ownership of Company stock held by the partnership except to the extent of his pecuniary interest.
3. Shares held by Family Limited Partnership ("FLP") of which reporting person and his spouse are General Partners, and Trusts, established by reporting person and spouse, are Limited Partners together with a Family Charitable Foundation.
4. Shares held by 1996 A/J Family Limited Partnership of which reporting person and spouse are General Partners, and together with a Family Charitable Foundation are Limited Partners.
5. Shares held by reporting person's spouse.
6. Shares held by Jones Investments, Ltd., a partnership of which DBJ, LLC is the General Partner. Reporting person and spouse are the members of DBJ, LLC.
7. Shares held by David A. Jones Revocable Trust (DAJ-RT) of which reporting person is Settlor and Trustee. Reporting person disclaims beneficial ownership of Company stock held by the DAJ-RT except to the extent of his pecuniary interest.
8. Shares held by Betty A. Jones Revocable Trust (BJ-RT) of which she is Settlor and Trustee. Reporting person disclaims beneficial ownership of Company stock held by the BJ-RT except to the extent of his pecuniary interest.
9. On 3/22/01, Jones entered into a forward sale agreement ("FAGT") relating to up to 451,700 shs of Com Stk. In connection with the FAGT, between 3/14-22/01, the counterparty sold 451,700 shs of Com Stk into the public mkt in accordance w/paragraphs (f) and (g) of Rule 144 under the Sec. Act of 1933, as amd, at an avg price of \$11.32 per shr. The FAGT provides that 3 bus. days after 3/22/04 Jones will deliver a # of shs of Com Stk (or, at the election of Jones, the cash eqv of such shs) based on: (a) if the closing price of the Com Stk on 3/22/04 ("Fin Price") is < \$11.32 p/shr, Jones will deliver 451,700 shs; (b) if the Fin Price is = to or > \$11.32 per shr ("F1 Price") but < or = to \$13.92 p/shr (the "Cap Price"), Jones will deliver a # of shs = to F1 Price/Final price x 451,700; and (c) if the Fin Price is > than the Cap Price, Jones will del. a # of shs = to F1 Price + (Fin. Price-Cap Price)/Fin Price x 451,700. In consideration, Jones has rcvd \$4,381,490.
10. Right to buy pursuant to Humana Inc.'s 1989 Stock Option Plan for Non-Employee Directors.
11. Right to buy pursuant to Humana Inc.'s 1996 Incentive Stock Option Plan.

**Remarks:**

David A. Jones

07/29/2003

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* 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 is insufficient, see Instruction 6 for procedure.

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