

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

McCallister, Michael B.  
 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

January 31, 1999

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)

Senior Vice President-Health System Management

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)				12,999	D	
Common (1)				29,484.3	I	HRSP(4)

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 (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	11. Nature of Indirect Beneficial Ownership
Common (3)	6.8694				03/02/03/02/92 / 03/02/99	Common (1) 5,000		5,000		D
Common (3)	11.0131				09/13/91 / 09/13/00	Common (1) 2,000		2,000		D
Common (3)	11.0131				09/13/92 / 09/13/00	Common (1) 2,000		2,000		D
Common (3)	11.0131				09/13/93 / 09/13/00	Common (1) 2,000		2,000		D
Common (3)	8.9098				11/18/92 / 11/18/01	Common (1) 1,000		1,000		D
Common (3)	8.9098				11/18/93 / 11/18/01	Common (1) 1,000		1,000		D
Common (3)	8.9098				11/18/94 / 11/18/01	Common (1) 1,000		1,000		D
Common (3)	6.5625				04/14/95 / 04/14/03	Common (1) 31,250		31,250		D
Common (3)	6.5625				04/14/96 / 04/14/03	Common (1) 31,250		31,250		D
Common (3)	6.5625				04/14/97 / 04/14/03	Common (1) 31,250		31,250		D
Common (3)	6.5625				04/14/98 / 04/14/03	Common (1) 31,250		31,250		D
Common (5)	15.625				07/11/97 / 07/11/06	Common (1) 45,000		45,000		D
Common (5)	15.625				07/11/98 / 07/11/06	Common (1) 45,000		45,000		D

Common (5)	15.625					07/11/1999	07/11/06	Common (1)	45,000	45,000	D	
Phantom Stock Units (6)	1-for-1					(6)	(6)	Common (1)	845.9	845.9	D	
Common (3)	15.5938					9/17/99	11/12/05	Common (1)	29,240	29,240	D	
Common (5)	15.5938					9/17/99	11/9/07	Common (1)	12,227	12,227	D	
Common (5)	15.5938					9/17/99	11/9/07	Common (1)	6,113	6,113	D	
Common (5)	15.5938					9/17/99	7/10/07	Common (1)	20,320	20,320	D	
Common (5)	15.5938					7/10/00	7/10/07	Common (1)	10,160	10,160	D	
Common-ISO (5)	15.5938					9/17/99	11/15/08	Common (1)	4,316	4,316	D	
Common-ISO (5)	15.5938					1/15/00	11/15/08	Common (1)	4,316	4,316	D	
Common-ISO (5)	15.5938					1/15/01	11/15/08	Common (1)	4,316	4,316	D	
Common-NQ (5)	15.5938					9/17/99	11/15/08	Common (1)	7,284	7,284	D	
Common-NQ (5)	15.5938					1/15/00	11/15/08	Common (1)	7,284	7,284	D	
Common-NQ (5)	15.5938					1/15/01	11/15/08	Common (1)	7,284	7,284	D	
Common (5)	19.25	1/15/99	IA	V	10,000	IA	1/15/00	11/15/09	Common (1)	10,000	10,000	D
Common (5)	19.25	1/15/99	IA	V	10,000	IA	1/15/01	11/15/09	Common (1)	10,000	10,000	D
Common (5)	19.25	1/15/99	IA	V	10,000	IA	1/15/02	11/15/09	Common (1)	10,000	10,000	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's 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) Right to buy pursuant to the Company's 1981 Non-Qualified Stock Option Plan.
- (3) Right to buy pursuant to the Company's 1989 Stock Option Plan for Employees.
- (4) Shares held for my benefit as of December 31, 1998 pursuant to the Humana Retirement and Savings Plan ("HRSP") exempt under Rule 16b-3(c).
- (5) Right to buy pursuant to the Company's 1996 Stock Incentive Plan for Employees.
- (6) Phantom Stock Units held for my benefit as of December 31, 1998, under the Humana Excess Plan exempt under Rule 16b-3(d).