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).

 Name and Address of Reporting Person Hathcock, Bonita C. 500 West Main Street

Louisville, KY 40202
2. Issuer Name and Ticker or Trading Symbol Humana Inc.

- 3. IRS or Social Security Number of Reporting Person (Voluntary)
- 4. Statement for Month/Year August 31, 2000
- 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-Human Resources
- 7. Individual or Joint/Group Filing (Check Applicable Line)
 - (X) Form filed by One Reporting Person $% \left\{ 1\right\} =\left\{ 1\right\} =\left\{$
 - () Form filed by More than One Reporting Person

1. Title of Security	2. 3. 4.Securities Ad Transaction or Disposed of	*	5.Amount of Securities	6.Dir 7.Nature of Indirect ect Beneficial Ownership				
		A/	Beneficially Owned at	(D)or Indir				
	Date Code V Amount		End of Month	ect(I)				
Common (1)	8/7/00 A V 100,000	A	106,000	D				

Table II Derivative Securitites Acquired, Disposed of, or Beneficially Owned														
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occurrey	lor Exer								Securities					Beneficial
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	Deriva-			- !			Date					ficially	Ind	
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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 1/100 of a share of Series A Participating Preferred Stock at a

to acquire 1/100 of a share of Series A Participating Preferred Stock at a price of \$145 per fractional share.

(2) Right to buy pursuant to Company's 1996 Stock Incentive Plan for Employees.