## UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

## SCHEDULE 13G/A

Under the Securities Exchange Act of 1934 (Amendment No. 2)\*

The Admar Group, Inc. (Name of Issuer)

Common (Title of Class of Securities)

0000070931 (CUSIP Number)

Check the following box if a fee is being paid with the statement  $\ /\ .$ 

- (A fee is not required only if the filing person:
- (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

## PAGE 2

CUSIP No. 0000070931		Page 2 of 5 Pages		
*******				
* 1 NAME OF REPORTING PERSON	*			
* S.S. OR I.R.S. IDENTIFICATION NO. OF	*			
* ABOVE PERSON	*			
* Humana Inc.	*			
* 61-0647538	*			
*	*			
* 2 CHECK THE APPROPRIATE BOX IF A MEMBER	*			
* OF A GROUP*	*			
* N/A (a) / /	*			
* (b) / /	*			
*	*			
* 3 SEC USE ONLY	*			
*	*			
*	*			
* 4 CITIZENSHIP OR PLACE OF ORGANIZATION	*			
	*			
* Delaware				
*	*			
******* 5 SOLE VOTING POWER	*			
*	*			
* *	*			
*	*			
* Number of *	*			
* Shares * 6 SHARED VOTING POWER	*			
	*			
*Beneficially*	^			

* Owned by *			* *
* Each * * Reporting * 7 * Person * * with *	SOLE DISPOSITIVE 200,000	: OWER	* * * * * *
* * * 8 * * * * * * * * * * * * * * * *	SHARED DISPOSITIV	E FOWER	* * * *
* 9 AGGREGATE * EACH REPOR	AMOUNT BENEFICIALL	I OWNED BI	*
* *	1,000,000 (See		* *
* (9) EXCLUD *	IF THE AGGREGATE A DES CERTAIN SHARES N/A	/ / ;	* *
*	CLASS REPRESENTED	BY AMOUNT IN	* *
*	10.5% (See Not	C 1)	* *
* 12 TYPE OF RE	PORTING PERSON		* *
	******		
CUSIP No. 0000070	0.021		Dago 2 of 5 pages
			Page 3 of 5 pages
ITEM 1(a)	Name of Issuer The Admar Grou		
ITEM 1(b)	Address of Iss Offices:	uer's Principa	l Executive
		ustin Avenue, S , CA 92705	Suite 300
ITEM 2(a)	Name of Person Humana Inc.	Filing:	
ITEM 2(b)		-	s Office or,
ITEM 2(c)	Citizenship: Delaware		
ITEM 2(d)	Title of Class Common	of Securities	:
ITEM 2(e)	Cusip Number: 000007093	1	
1 p (	f this statement i 3d-1(b) or 13d-2(b) erson filing is a: a) () b) () c) () d) () fe) ()	), check whether N/A Broker or Deal Section 15 of Bank as define 3(a)(6) of the Insurance Comp Section 3(a)(Investment Company Act. Investment Adunder Section Investment Adunder Advance Section Investment Inve	ler registered under the Act. ed in Section e Act. pany as defined in 19) of the Act. mpany registered 8 of the Investment viser registered 203 of the visers Act of 1940. fit Plan, Pension subject to
			come Security Act of ment Fund; see

	(g) ( )	Section 240.13d-a(b)(1)(ii)(F). Parent Holding Company in accordance with Section 240.13d-1(b)(ii)(G).				
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	(h) ( )	Group, in accordance with Section 240.13d-a(b)(1)(ii)(H).				
ITEM 4 Ownership:						
(a)	Amount Beneficially owned: 1,000,000 (See Note 1)					
(b)	Percent of Class: 10.5% (See Note 1)					
(c)	Number of sha	ares as to which such person				
	(i)	Sole power to vote or to direct the vote: 200,000				
	(ii)	Shared power to vote or to direct the vote: N/A				
	(iii)	Sole power to dispose or to direct				
	(iv)	the disposition of: 200,000 Shared power to dispose or to direct the disposition of: N/A				
Note	1					
Humar	na Inc. Benefic	cial Ownership: 1,000,000(1)(2)				
(1)	Includes 800,000 common shares that Humana Inc. may acquire upon the exercise of currently exercisable warrants.					
(2)	The number of common shares outstanding was calculated as follows:					
	8,762,602	Common shares outstanding on				
	800,000	December 27, 1995 Common share equivalents-				
	9,562,602	exercisable warrants (1)				
ITEM 5	Ownership of Five Percent or Less of a Class: If this statement is being filed to report that as of the date hereof, the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.  N/A					
PAGE 5 SIGNATURE	Ε					
CUSIP No. 0000070931 Page 5 of 5 Pages						
ITEM 6	-	f More than Five Percent on nother Person.				
ITEM 7	subsidiary w	ion and Classification of the which acquired the security ted on by the Parent Holding				
ITEM 8	Identificati Members of t	ion and Classification of the Group.				

N/A

ITEM 9 Notice of Dissolution of Group  $\ensuremath{\text{N/A}}$ 

ITEM 10 By signing below, I certify that, to the best of my knowledge and belief, the

securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and does not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 1996

HUMANA INC.

By:/s/Arthur P. Hipwell

Arthur P. Hipwell Senior Vice President and General Counsel