

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).

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* 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 *
* * 200,000 *
* * *
*

* Number of *
* Shares * 6 SHARED VOTING POWER *
Beneficially

(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 shares as to which such person
has:
- (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
the disposition of: 200,000
- (iv) Shared power to dispose or to direct
the disposition of: N/A

Note 1

Humana Inc. Beneficial 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 December 27, 1995
800,000	Common share equivalents- exercisable warrants (1)

9,562,602	

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

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SIGNATURE

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ITEM 6 Ownership of More than Five Percent on
Behalf of Another Person.
N/A

ITEM 7 Identification and Classification of the
subsidiary which acquired the security
being reported on by the Parent Holding
Company:
N/A

ITEM 8 Identification and Classification of
Members of the Group.

N/A

ITEM 9 Notice of Dissolution of Group
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