

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 W. Main St
 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

July 31, 1997

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)

Division I President

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 Price | 6. Director (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership |
|----------------------|---------------------|---------|--|--|---------------------------------|--|
| Common (1) | | | | 0 | D | |
| Common (1) | | | | 28,380.7 | I | HRSP(4) |

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Derivative Security | 2. Conversion or Exercise Date | 3. Code | 4. Derivative Securities Acquired (A) or Disposed of (D) Amount | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount | 6. Date of Exercise (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security | 9. Number of Derivative Securities | 10. Date of Exercise (Month/Day/Year) | 11. Nature of Indirect Beneficial Ownership |
|---------------------------------|--------------------------------|---------|---|---|--------------------------------------|--|---------------------------------|------------------------------------|---------------------------------------|---|
| Common (2) | 5.7980 | | | | 09/01/91 | Common (1) 1999 | | 1999 | | D |
| Common (3) | 6.8694 | | | | 03/02/92 | Common (1) 5,000 | | 5,000 | | D |
| Common (3) | 11.0131 | | | | 09/13/91 | Common (1) 2,000 | | 2,000 | | D |
| Common (3) | 11.0131 | | | | 09/13/92 | Common (1) 2,000 | | 2,000 | | D |
| Common (3) | 11.0131 | | | | 09/13/93 | Common (1) 2,000 | | 2,000 | | D |
| Common (3) | 8.9098 | | | | 11/18/92 | Common (1) 1,000 | | 1,000 | | D |
| Common (3) | 8.9098 | | | | 11/18/93 | Common (1) 1,000 | | 1,000 | | D |
| Common (3) | 8.9098 | | | | 11/18/94 | Common (1) 1,000 | | 1,000 | | D |
| Common (3) | 6.5625 | | | | 04/14/95 | Common (1) 31,250 | | 31,250 | | D |
| Common (3) | 6.5625 | | | | 04/14/96 | Common (1) 31,250 | | 31,250 | | D |
| Common (3) | 6.5625 | | | | 04/14/97 | Common (1) 31,250 | | 31,250 | | D |
| Common (3) | 6.5625 | | | | 04/14/98 | Common (1) 31,250 | | 31,250 | | D |
| Common (3) | 23.0625 | | | | 01/12/96 | Common (1) 14,167 | | 14,167 | | D |

| | | | | | | | | | | | | |
|----------------------------------|---------|---------|---|--|--|-------------|------------|---------|--|---------|---|--|
| Common (3) | 23.0625 | | | | | 01/12 01/12 | Common (1) | 14,167 | | 14,167 | D | |
| | | | | | | /97 /05 | | | | | | |
| Common (3) | 23.0625 | | | | | 01/12 01/12 | Common (1) | 14,166 | | 14,166 | D | |
| | | | | | | /98 /05 | | | | | | |
| Common (5) | 15.625 | | | | | 07/11 07/11 | Common (1) | 45,000 | | 45,000 | D | |
| | | | | | | /97 /06 | | | | | | |
| Common (5) | 15.625 | | | | | 07/11 07/11 | Common (1) | 45,000 | | 45,000 | D | |
| | | | | | | /98 /06 | | | | | | |
| Common (5) | 15.625 | | | | | 07/11 07/11 | Common (1) | 45,000 | | 45,000 | D | |
| | | | | | | /99 /06 | | | | | | |
| Common (5) | 18.8125 | | | | | 1/9/9 1/9/0 | Common (1) | 6,667 | | 6,667 | D | |
| | | | | | | 8 7 | | | | | | |
| Common (5) | 18.8125 | | | | | 1/9/9 1/9/0 | Common (1) | 6,667 | | 6,667 | D | |
| | | | | | | 9 7 | | | | | | |
| Common (5) | 18.8125 | | | | | 1/9/0 1/9/0 | Common (1) | 6,666 | | 6,666 | D | |
| | | | | | | 0 7 | | | | | | |
| Phantom Stock Units (6 1-for-1) | | | | | | (6) (6) | Common (1) | 518.006 | | 518.006 | D | |
| | | | | | | | | | | | | |
| Common (5) | 23.4375 | 7/10/ A | V | | | 7/10/ 7/10/ | Common (1) | 13,334 | | 13,334 | D | |
| | | 97 | | | | 98 07 | | | | | | |
| Common (5) | 23.4375 | 7/10/ A | V | | | 7/10/ 7/10/ | Common (1) | 13,333 | | 13,333 | D | |
| | | 97 | | | | 99 07 | | | | | | |
| Common (5) | 23.4375 | 7/10/ A | V | | | 7/10/ 7/10/ | Common (1) | 13,333 | | 13,333 | D | |
| | | 97 | | | | 00 07 | | | | | | |

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, 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 June 30, 1997 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 June 30, 1997, under the Humana Excess Plan exempt under Rule 16b-3(d).