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

Jones, David A. 500 W. Main St.

Louisville, KY 40202

USA

 Issuer Name and Ticker or Trading Symbol Humana Inc. HIIM

- 3. IRS or Social Security Number of Reporting Person (Voluntary)
- 4. Statement for Month/Year

December 31, 1997

- 5. If Amendment, Date of Original (Month/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) (X) Director () 10% Owner (X) Officer (give title below) () Other (specify below)

Chairman of the Board

- 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	3. ansact             	ion 	0   	ecurities Acqu r Disposed of Amount		I	5.Amount   Securi   Benefi   Owned ce   End of	ties cially at		1		
Common (1)	12/  7	3/9 G 	17	7 100 		D	I I	5,668,37	8	D	I I		
Common (1)	I	ı	1	1		1		826,719		ΙΙ	Wife		
Common (1)		I	1	1		1		1,168,09	8	ΙΙ	Trust(2)		
Common (1)	ı	I	ı	I		ı	ı	270,605		ΙΙ	HRSP(3)		
Common (1)		I	1	1				1,329,45	5	I	FLP(4)		
Common (1)		I	1	1				309,680		I	Trust(5)		
Common (1)		ı	1	1		1		228,318		I	FLP(6)		
Table II Derivati  1.Title of Derivative Security	2.Con-	3.  Trans	4.	on	Disposed of,  5.Number of De rivative Secu rities Acqui	6.D	ate Exer able and	7.Title and   of Underly	ing	8.Price    of Deri    vative	of Deriva	Dir	11.Nature of  Indirect  Beneficial
1.Title of Derivative	2.Con-  version  or Exer  cise  Price of  Deriva-  tive	3.  Trans	4.	on	5.Number of De rivative Secu rities Acqui red(A) or Dis posed of(D)	6.Day  Exp  Day  Date	ate Exer able and iration e(Month/ /Year) e  Expir r- ation	7.Title and   of Underly   Securities         Title and	ing Number	of Derical Parties	of Deriva tive Securities Benefi ficially Owned at	Dir  ect  (D)  or  Ind  ire	Indirect  Beneficial  Ownership 
1.Title of Derivative	2.Con-  version  or Exer  cise  Price of  Deriva-  tive  Secu-	3.  Trans       	4.  sacti       	 	5.Number of De rivative Secu rities Acqui red(A) or Dis posed of(D)	6.Day  Exp  Day  Date	ate Exer able and iration e(Month/ /Year) e  Expir r- ation a- Date	7.Title and   of Underly   Securities         Title and	ing Number	of Deri 0	of Deriva tive Securities Benefi ficially	Dir  ect  (D)  or  Ind	Indirect  Beneficial  Ownership   
1.Title of Derivative Security	2.Con-  version  or Exer  cise  Price of  Deriva-  tive  Secu-	3.  Trans   	4.  sacti       	 	5.Number of De rivative Secu rities Acqui red(A) or Dis posed of(D)	e  6.Dd  Exp  Exp  Dat  Day  Dat  A/ Exe  Dlcis  ble	ate Exer able and iration e(Month/ /Year) e  Expir r- ation a- Date	7.Title and   of Underly   Securities	ing Number	of Deri   vative    Secu  :  rity  ! 	of Deriva tive Securities Benefi ficially Owned at End of Month	Dir  ect  (D)  or  Ind  ire  ct	Indirect  Beneficial  Ownership   
1.Title of Derivative Security	2.Con- 	3.  Trans              Date	4.  sacti       	 	5. Number of De rivative Securities Acquired(A) or Disposed of(D)	e  6.Da    ciss  Exps    Date   Day   Date   Date 	ate Exer able and iration e(Month/ /Year) e  Expir r- ation a- Date 		ing Number	of Deri	of Deriva tive Securities Benefi ficially Owned at End of Month	Dir  ect  (D)  or  Ind  ire  ct  (I)	Indirect Beneficial  Ownership 
1.Title of Derivative Security  Option(7)  Option(7)	2.Con-  version  or Exer  cise  Price of  Deriva-  tive  Secu-  rity  19.3125	3.  Trans            Date	4.  sacti       	.on	5. Number of De rivative Securities Acquired(A) or Disposed of(D)		ate Exer able and iration e (Month/ Year) e (Expir r-lation a-lDate   14 11/14  /06	(Title and   of Underly     Securities             Title and   of Shares	Number	Of Deri	of Deriva tive Securities Benefi ficially Owned at End of Month	Dir  ect  (D)  or  Ind  ire  ct  (I)	Indirect Beneficial Ownership
1.Title of Derivative Security  Option(7) Option(7) Option(7)	2.Con-  version  or Exer  cise  Price of  Deriva-  tive  Secu-  rity  19.3125 	3.  Trans              Date	4.  sacti       		5. Number of De rivative Securities Acquired(A) or Disposed of(D)	6.Ds	ate Exer able and iration e (Month/ /Year) e  Expir r-lation a- Date   14 11/14  /06 09 01/09  /07		Number	Of Deri    Vative     Secu       Fity   	of Deriva tive Securities Securities Benefi ficially Owned at End of Month  300,000  56,667	Dir  ect  (D)  or  Ind  ire  ct  (I)	Indirect Beneficial Ownership
1.Title of Derivative	2.Con-  version	3.  Trans  	4.  sacti       		5. Number of De rivative Securities Acquired(A) or Disposed of(D)	6.Ds	ate Exer able and iration e (Month/ /Year) e [Expir r-lation a- Date     14 11/14  /06 		Number	Of Deri    Vative     Secu     rity	of Deriva tive Securities Benefi ficially Owned at End of Month  300,000  56,667  56,666	Dir  ect  (D)  or  Ind  ire  ct  (I)	Indirect Beneficial Ownership

Explanation of Responses:

February 14, 1996, pursuant to the Company Rights Agreement, which entitles holders of the Company's Common

<sup>(1)</sup> 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 Rights Agreement, which entitles

Stock, in the event certain specified events occur, to acquire 1/100 of a share of Series A Participating Preferred Stock at a price of \$145 per fractional share.

- (2) Shares held in 1991 Trust of which I am settlor and trustee with investment and voting power. The Trust is
- for my benefit and the benefit of family members.
- (3) Shares held for my benefit as of November 30, 1997, under the Humana Retirement and Savings Plan

("HRSP") exempt under Rule

16b-3.

- (4) Shares held by Family Limited Partnership ("FLP") of which my wife and I are General Partners and Trusts
- established by each of us are Limited Partners, together with a Family Charitable Foundation. I disclaim beneficial
- ownership of Company stock held by the FLP except to the extent of my pecuniary interest.
- (5) Shares held in 1996 Trust of which I am settlor and trustee with investment and voting power. The trust is for my benefit and the benefit of family members.
- (6) Shares held by 96 A/J Family Limited Partnership ("FLP-96") of which my wife and I are General Partners, and
- together with a Family Charitable Foundation are Limited Partners. I disclaim beneficial ownership of Company
- stock held by the FLP-96 except to the extent of my pecuniary interest.
- (7) Right to buy pursuant to Company's 1996 Stock Incentive Plan for Employees
- (8) Phantom stock units held for my benefit as of November 30, 1997, under the Humana Excess Plans exempt

under Rule

16b-3(d).