

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. Contract ID Code V	Page 1	of Pages 3
2. Amendment/Modification No. P00085	3. Effective Date March 25, 2005	4. Requisition/Purchase Req. No. 05-NEXS-0027*DO1	5. Project No. (if applicable) 13600	
6. Issued By MDA906 DEPARTMENT OF DEFENSE TRICARE MANAGEMENT ACTIVITY/CM 16401 E. CENTRETECH PARKWAY AURORA, CO 80011-9066 ANGIE FIGUEROA 303 676-3626		7. Administered By (if other than Item 6) SEE BLOCK 6		
8. Name and Address of Contractor (No., Street, County, and Zip Code) HUMANA MILITARY HEALTHCARE SERVICES, 00000265 500 W. MAIN STREET 805349198 P.O. BOX 740062 LOUISVILLE KY 40202 050S0		Vendor ID: DUNS: CAGE: X	(x)	9A. Amendment of Solicitation No. 9B. Date (See Item 11) 10A. Modification of Contract/Order No. MDA906-03-C-0010 10B. Date (See Item 13) August 27, 2003
Code	Facility Code			
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS				
[] The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers [] is extended [X] is not extended. Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning ____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.				
12. Accounting and Appropriation Data (if required) 97050501301889102000051140 X				
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACT/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.				
(x)	A. This change order is issued pursuant to: (Specify authority) The changes set forth in item 14 are made in the Contract Order No. in item 10A.			
	B. The above numbered Contract/Order is modified to reflect the administrative changes (such as changes in paying office, appropriation date, etc) Set forth item 14, pursuant to the authority of FAR 43.103(b)			
	C. This supplemental agreement is entered into pursuant to authority of: Paragraph H.1. Contractor Financial Underwriting of Healthcare Costs			
X	D. Other (Specify type of modification and authority) FAR 52.217-9, OPTION TO EXTEND THE TERM OF THE CONTRACT (MAR 2000)			
E. IMPORTANT: Contractor [X] is not, [] is required to sign this document and return copies to the issuing office.				
14. Description of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) PURPOSE OF MODIFICATION: The purpose of this modification is to exercise option period II of the contract for the period 01 April 2005 to 31 March 2006. A. In accordance with Federal Acquisition Regulation clause 52.217-9 entitled OPTION TO EXTEND THE TERM OF THE CONTRACT (MAR 2000), the Government hereby exercises option period II of the contract for Managed Care Support for services from 1 April 2005 through 31 March 2006. Contract line item numbers 0201 through 0212 are hereby incorporated and made a part of the contract.				
15A. Name and Title of Signer (Type or Print) David J. Baker President & CEO		16A. Name and title of Contracting Officer (Type or Print) STEPHEN M. GRIFFIN 303 676-3754 CONTRACTING OFFICER Stephen.griffin@tma.osd.mil		

15B. Contractor/Offeror /s/ David J. Baker _____ (Signature of person authorized to sign)	15C. Date Signed 03-30-05	16B. United States of America /s/ Stephen M. Griffin _____ (Signature of Contracting Officer)	16C. Date Signed 03-30-05
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NSN 7540-01-152-8070
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30-105

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA FAR (48 CFR) 53.243

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 8-K

**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) **March 30, 2005**

Humana Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-5975

(Commission File Number)

61-0647538

(IRS Employer Identification No.)

500 West Main Street, Louisville, KY
(Address of Principal Executive Offices)

40202
(Zip Code)

502-580-1000

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry Into a Material Definitive Agreement

Two Amendments of Solicitation/Modification of Contract ("Amendments") to the contract between Humana Military Healthcare Services, Inc. ("HMHS"), a wholly-owned subsidiary of Humana Inc., and the United States Department of Defense TRICARE Management Activity ("TMA") concerning Humana's contract with TMA for administration of the TRICARE program in TMA's South Region became effective as of April 1, 2005. A copy of each of the Amendments is attached hereto as Exhibit 99.1 and 99.2 and is incorporated herein by reference.

One Amendment extends the term of the contract through Option Period II, which runs from April 1, 2005 to March 31, 2006. The other Amendment incorporates into the contract the parties' negotiated target underwritten health care cost and underwriting fee for Option Period II.

Humana Military Healthcare Services, Inc. ("HMHS"), headquartered in Louisville, Kentucky, has been a TMA contractor for the TRICARE program since July 1, 1996. In August 2003, HMHS was awarded the contract to provide health benefits support and services to approximately 2.8 million active duty and retired military and their eligible family members in the ten state South Region. HMHS was also awarded the Department's contract to provide health care services and support for active duty service members and their families located in the Commonwealth of Puerto Rico in February 2004.

Revenues associated with the contract and the earnings thereon are included in Humana's 2005 consolidated guidance.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits:

Exhibit No.	Description
99.1	Amendment
99.2	Amendment

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

HUMANA INC.

BY: /s/ Arthur P.

Hipwell

**Arthur P. Hipwell
Senior Vice President
and General Counsel**

Dated: April 5, 2005

INDEX TO EXHIBITS

Exhibit No.	Description
99.1	Amendment
99.2	Amendment

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. Contract ID Code V	Page 1	of Pages 2
2. Amendment/Modification No. P00083	3. Effective Date March 18, 2005	4. Requisition/Purchase Req. No. 05-CMAD-0002	5. Project No. (if applicable) 13238	
6. Issued By MDA906 DEPARTMENT OF DEFENSE TRICARE MANAGEMENT ACTIVITY/CM 16401 E. CENTRETECH PARKWAY AURORA, CO 80011-9066 ANGIE FIGUEROA 303 676-3626		7. Administered By (if other than Item 6) SEE BLOCK 6		
8. Name and Address of Contractor (No., Street, County, and Zip Code) HUMANA MILITARY HEALTHCARE SERVICES, 00000265 500 W. MAIN STREET 805349198 P.O. BOX 740062 LOUISVILLE KY 40202 050S0		Vendor ID: DUNS: CAGE: X	(x)	9A. Amendment of Solicitation No. 9B. Date (See Item 11) 10A. Modification of Contract/Order No. MDA906-03-C-0010 10B. Date (See Item 13) August 27, 2003
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X	C. This supplemental agreement is entered into pursuant to authority of: Paragraph H.1. Contractor Financial Underwriting of Healthcare Costs			
	D. Other (Specify type of modification and authority)			
E. IMPORTANT: Contractor [] is not, [X] is required to sign this document and return 1 copies to the issuing office.				
14. Description of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) PURPOSE OF MODIFICATION: The purpose of this modification is to incorporate the negotiated target underwritten health care cost for Option Period II and change the underwriting fee to reflect the agreement of the parties. A. The Option Period II Target Underwritten Health Care Cost, contract line item 020801, is X and is hereby incorporated and made a part of the contract. B. The parties agree that the underwriting fee, contract line item number 0208AE, is changed from X to read X. Replace existing Section B, page B-6 with the attached revised Section B, page B-6. C. All other terms and conditions remain unchanged. Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.				

15A. Name and Title of Signer (Type or Print) David J. Baker President & CEO		16A. Name and title of Contracting Officer (Type or Print) STEPHEN M. GRIFFIN 303 676-3754 CONTRACTING OFFICER Stephen.griffin@tma.osd.mil	
15B. Contractor/Offeror /s/ David J. Baker _____ (Signature of person authorized to sign)	15C. Date Signed 03-22-05	16B. United States of America /s/ Stephen M. Griffin _____ (Signature of Contracting Officer)	16C. Date Signed 03-30-05

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