

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 West Main Street  
 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

February 28, 2002

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)

President and Chief Executive Officer

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) Form filed by One Reporting Person  
 ( ) Form filed by More than One Reporting Person

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	6. Director (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
Common (1)	2/14/02	F	4,342	13.27	D	
Common (1)				2,688	I	Trust(6)
Common (1)				38,479.4	I	HRSP(3)

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	5. Date Exercisable and Expiration Date	6. Title and Number of Underlying Securities	7. Price of Derivative	8. Number of Derivative Securities	9. Nature of Indirect Beneficial Ownership
Common (2)	11.0131			09/13/91-09/13/00	Common (1)	2,000	2,000	D
Common (2)	11.0131			09/13/92-09/13/00	Common (1)	2,000	2,000	D
Common (2)	11.0131			09/13/93-09/13/00	Common (1)	2,000	2,000	D
Common (2)	6.5625			04/14/95-04/14/03	Common (1)	31,250	31,250	D
Common (2)	6.5625			04/14/96-04/14/03	Common (1)	31,250	31,250	D
Common (2)	6.5625			04/14/97-04/14/03	Common (1)	31,250	31,250	D
Common (2)	6.5625			04/14/98-04/14/03	Common (1)	31,250	31,250	D
Common (5)	15.625			07/11/97-07/11/06	Common (1)	45,000	45,000	D
Common (5)	15.625			07/11/98-07/11/06	Common (1)	45,000	45,000	D
Common (5)	15.625			07/11/99-07/11/06	Common (1)	45,000	45,000	D
Phantom Stock Units (4) (1-for-1)				(4) (4)	Common (1)	1,181.5	1,181.5	D
Common (5)	15.5938			9/17/99-11/12/05	Common (1)	29,240	29,240	D

Common (5)	15.5938					9/17/1990	Common (1)	12,288		12,288	D
Common (5)	15.5938					1/9/01	Common (1)	6,052		6,052	D
Common (5)	15.5938					9/17/1990	Common (1)	7,620		7,620	D
Common (5)	15.5938					7/10/2000	Common (1)	22,860		22,860	D
Common-ISO (5)	15.5938					9/17/1990	Common (1)	4,316		4,316	D
Common-ISO (5)	15.5938					1/15/2000	Common (1)	4,316		4,316	D
Common-ISO (5)	15.5938					1/15/2001	Common (1)	4,316		4,316	D
Common-NQ (5)	15.5938					9/17/1990	Common (1)	7,284		7,284	D
Common-NQ (5)	15.5938					1/15/2000	Common (1)	7,284		7,284	D
Common-NQ (5)	15.5938					1/15/2001	Common (1)	7,284		7,284	D
Common (5)	19.25					1/15/2000	Common (1)	10,000		10,000	D
Common (5)	19.25					1/15/2001	Common (1)	10,000		10,000	D
Common (5)	19.25					1/15/2002	Common (1)	4,806		4,806	D
Common-ISO (5)	19.25					1/15/2002	Common (1)	5,194		5,194	D
Common (5)	7.4688					11/18/2000	Common (1)	33,334		33,334	D
Common (5)	7.4688					11/18/2001	Common (1)	33,333		33,333	D
Common (5)	7.4688					11/18/2002	Common (1)	33,333		33,333	D
Common (5)	6.9063					2/11/2001	Common (1)	166,667		166,667	D
Common (5)	6.9063					2/11/2002	Common (1)	166,667		166,667	D
Common (5)	6.9063					2/11/2003	Common (1)	152,187		152,187	D
Common-ISO (5)	6.9063					2/11/2003	Common (1)	14,479		14,479	D

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, and amended as of May 27, 1998 and March 1, 1999, 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 1989 Stock Option Plan for Employees.

(3) Shares held for my benefit as of December 31, 2001 pursuant to the Humana Retirement and Savings Plan

("HRSP") and a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, exempt under Rule 16b-3(c).

(4) Phantom Stock Units held for my benefit as of December 31, 2001, under the Humana Excess Plan exempt under Rule 16b-3(d).

(5) Right to buy pursuant to the Company's 1996 Stock Incentive Plan for Employees.

(6) Shares held by a Family Trust ("Trust") of which my wife and I are trustees. I disclaim beneficial ownership of Company stock held by the Trust except to the extent of my pecuniary interest.