

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

Liston, Thomas J.
Humana Inc.
500 W. Main Street
Louisville, KY 40202

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)

() Director () 10% Owner (X) Officer (give title below) () Other
(specify below)

Senior Vice President - Strategy & Corporate Development

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. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month Price	6. Director or Indirect Beneficial Ownership (D) or (I)	7. Nature of Indirect Beneficial Ownership
Common (1)	2/14/02	F	2,145	\$13.27	D	
Common (1)				880	D	Custodian for Child
				880	D	Custodian for Child
				720	D	Custodian for Child
				12,472	I	HRSP (3)

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date of Exercise Expiration Date (Month/Day/Year) Date of Exercise (Month/Day/Year)	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Director or Indirect Beneficial Ownership (D) or (I)	11. Nature of Indirect Beneficial Ownership
Option (2)	15.5938				9/17/99 - 1/15/08	Common (1)	5,800	5,800	D	
Option (2)	15.5938				1/15/00 - 1/15/08	Common (1)	5,800	5,800	D	
Option (2)	15.5938				1/15/01 - 1/15/08	Common (1)	5,800	5,800	D	
Option (2)	15.5938				9/17/99 - 1/9/07	Common (1)	24,576	24,576	D	
Option (2)	15.5938				1/9/00 - 1/9/07	Common (1)	12,104	12,104	D	
Option (2)	15.5938				9/17/99 - 1/18/06	Common (1)	26,370	26,370	D	
Option (2)	15.5938				9/17/99 - 1/19/08	Common (1)	6,090	6,090	D	
Option (2)	15.5938				9/17/99 - 1/12/05	Common (1)	13,760	13,760	D	
Option (2)	19.25				1/15/00 - 1/15/09	Common (1)	6,667	6,667	D	
Option (2)	19.25				1/15/01 - 1/15/09	Common (1)	6,667	6,667	D	
Option (2)	19.25				1/15/02 - 1/15/09	Common (1)	6,666	6,666	D	

Option (2)	9.5938					9/9/01	9/9/01	Common (1)	3,334		3,334	D
Option (2)	9.5938					10	19	Common (1)	3,333		3,333	D
Option (2)	9.5938					11	19	Common (1)	3,333		3,333	D
Option (2)	9.5938					12	19	Common (1)	3,333		3,333	D
Option-ISO (2)	7.0938					7/13/01	7/13/10	Common (1)	14,096		14,096	D
Option-ISO (2)	7.0938					7/13/02	7/13/10	Common (1)	14,096		14,096	D
Option-ISO (2)	7.0938					7/13/03	7/13/10	Common (1)	14,096		14,096	D
Option-NQ (2)	7.0938					7/13/01	7/13/10	Common (1)	2,571		2,571	D
Option-NQ (2)	7.0938					7/13/02	7/13/10	Common (1)	2,571		2,571	D
Option-NQ (2)	7.0938					7/13/03	7/13/10	Common (1)	2,570		2,570	D
Phantom Stock Units (4) 1-for-1)						(4)	(4)	Common (1)	2,549.7		2,549.7	D

Explanation of Responses:

(1) Each share of Common Stock contains a Right adopted on March 5, 1987, pursuant to the Company Rights Agreement, as amended and restated on February 14, 1996, and amended as of May 27, 1998 and March 1, 1999, which entitles holders of the Company's Common 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) Right to buy pursuant to Company's 1996 Stock Incentive Plan for Employees.

(3) Shares held for my benefit as of June 30, 2000 under the Humana Retirement & 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 Plans, exempt under Rule 16b-3(d).