

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

Rotherham, Gregory K.
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

November 30, 1999

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-Customer Service & Operations

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. Price	6. Amount of Securities Beneficially Owned at End of Month	7. Nature of Indirect Beneficial Ownership (D) or (I)
Common (1)	11/15/1999	P	3,000	\$7.875	22,500	D
Common (1)	11/5/99	I	(5)	(5)	6,004.3	I HRSP (2)

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date Date	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. Nature of Indirect Beneficial Ownership (D) or (I)
Option (3)	15.5938				9/17/99 - 11/16/05	Common (1) 3,750	3,750	3,750	D
Option (3)	15.5938				11/16/99 - 11/16/05	Common (1) 3,750	3,750	3,750	D
Option (3)	15.5938				11/16/00 - 11/16/05	Common (1) 3,750	3,750	3,750	D
Option (4)	15.5938				9/17/99 - 18/12/06	Common (1) 52,740	52,740	52,740	D
Option (4)	15.5938				9/17/99 - 11/9/07	Common (1) 30,720	30,720	30,720	D
Option (4)	15.5938				1/9/00 - 1/9/07	Common (1) 15,130	15,130	15,130	D
Option (4)	15.5938				9/17/99 - 1/15/08	Common (1) 5,800	5,800	5,800	D
Option (4)	15.5938				1/15/00 - 1/15/08	Common (1) 5,800	5,800	5,800	D
Option (4)	15.5938				1/15/01 - 1/15/08	Common (1) 5,800	5,800	5,800	D
Option (4)	19.25				1/15/00 - 1/15/09	Common (1) 13,334	13,334	13,334	D
Option (4)	19.25				1/15/01 - 1/15/09	Common (1) 13,333	13,333	13,333	D
Option (4)	19.25				1/15/02 - 1/15/09	Common (1) 13,333	13,333	13,333	D

Option-ISO (4)	19.5938					19/9/0	19/9/0	Common (1)	13,334		13,334	D
Option-ISO (4)	19.5938					10	19	Common (1)	13,333		13,333	D
Option-NQ (4)	19.5938					12	19	Common (1)	13,333		13,333	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 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) Shares held for my benefit as of October 8, 1999 under the Humana Retirement & Savings Plan ("HRSP") exempt under Rule 16b-3(c).
- (3) Right to buy pursuant to the Company's 1989 Stock Option Plan for Employees.
- (4) Right to buy pursuant to the Company's 1996 Stock Incentive Plan for Employees.
- (5) On November 5, 1999, shares were transferred from a Interest Income Fund into my Humana Common Stock Fund in my Humana Retirement and Savings Plan. At the present time, the balance of the shares in the Common Stock Fund are not available but will be reported as soon as the number of shares is determined.