

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549  
 FORM 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

1. Name and Address of Reporting Person

Rotherham, Gregory K.  
 500 West Main Street  
 Louisville,, KY 40202  
 USA

2. Date of Event Requiring Statement (Month/Day/Year)

October 26, 1998

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Issuer Name and Ticker or Trading Symbol

Humana Inc.  
 HUM

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

Vice President-Customer Service & Operations

6. If Amendment, Date of Original (Month/Day/Year)

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 Beneficially Owned

1. Title of Security	2. Amount of Securities Beneficially Owned	3. Ownership Form: Direct (D) or Indirect (I)	4. Nature of Indirect Beneficial Ownership
Common (1)	19,500	D	
Common (1)	5,643.5	I	HRSP (2)

Table II -- Derivative Securities Beneficially Owned

1. Title of Derivative Security	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Underlying Securities	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership
Option (3)	19/17/99	11/16/05 Common (1)	15,543	15.5938	D
Option (3)	11/16/98	11/16/05 Common (1)	12,771	15.5938	D
Option (3)	11/16/99	11/16/05 Common (1)	12,771	15.5938	D
Option (4)	19/17/99	08/12/06 Common (1)	152,740	15.5938	D
Option (4)	19/17/99	1/9/07 Common (1)	130,567	15.5938	D
Option (4)	11/9/99	1/9/07 Common (1)	15,283	15.5938	D
Option (4)	19/17/99	1/15/08 Common (1)	15,800	15.5938	D
Option (4)	1/15/00	1/15/08 Common (1)	15,800	15.5938	D
Option (4)	1/15/01	1/15/08 Common (1)	15,800	15.5938	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 May 27, 1998, 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 August 31, 1998 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.