FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APP	ROVAL
OMB Number:	3235-0287
Estimated average b	ourden
hours per response:	0.5

Footnote⁽¹⁰⁾

5. Relationship of Reporting Person(s) to Issuer

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading Symbol

McCulley Steven E				H	HUMANA INC [HUM]								(Check all applicable) Director 10% Owner						
(Last)	,	irst)	Midd	lle)		Date /30/2			ansactior	n (Ma	nth/Day/Yea	ar)		>	Officer below)	give titl		Othe belo	er (specify w)
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500 WE	51 WAIN S	TREET			. 4. l ¹	lf Am	endn	nent, Da	te of Orig	ginal	Filed (Month	ı/Day/Yea	r)	6. In Line		Joint/Gro	oup Filin	ig (Chec	Applicable
(Street))	√ Form f	iled by O	ne Rep	orting Pe	erson
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(City)	(S	tate)	Zip)																
		Tab	le I	- Non-Deri	vative	e Se	cur	ities A	cquire	d, C	isposed	of, or E	Benef	iciall	y Owned	t			
Dat			2. Transaction Date (Month/Day/Y	ear) E	2A. Dee Executi if any (Month		Date,			Disposed	ies Acquired (A) or Of (D) (Instr. 3, 4 and			5. Amoun Securities Beneficia Owned Following	s Ily			7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(A) or (D)	Price		Reported Transacti (Instr. 3 a	on(s)	(iiida:	- ,	(111341. 4)
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Humana Inc. ⁽¹⁾ 12/30/200)4				S		2,064	D	\$()(3)	0		D					
Humana	a Inc. ⁽¹⁾											393			I	See Footnote ⁽²⁾			
			Т	able II - Der	ivativ	e Se	cur	ities A	cauired	l. Dis	sposed of	, or Ben	eficia	lly Ov	vned				
				(e.a	puts	s. ca						ole secu	rities						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Exe if a	Deemed cution Date,	4. Trans	actio	5. Ni r. of Se Ac (A Di of	warrar _{umber}	6. Date Expirat (Month	Exer	convertibe	7. Title a of Secur Underlyi Derivativ (Instr. 3	nd Am ities ng e Secu	ount	8. Price of Derivative Security (Instr. 5)	9. Numl derivati Securiti Benefic Owned Followi Reporte Transac (Instr. 4	ive ies cially ing ed ction(s)	10. Owners Form: Direct (l or Indir (l) (Instr 4)	Beneficial Ownership ect (Instr. 4)
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Options ⁽⁴⁾ Options ⁽⁴⁾	Conversion or Exercise Price of Derivative Security \$15.5938 \$19.25 \$12.995	Date (Month/Day/Year)	Exe if a	Deemed cution Date,	4. Trans. Code 8)	actio (Inst	5. Ni r. of Do Se Ac (A Di of (Ir	umber ferivative ecurities courities courities couried () or isposed f (D) nstr. 3, and 5)	Date Exercis (6) 01/15/2	Exer ion E //Day/	Expiration Date (6) 01/15/2009	7. Title a of Secur Underlyi Derivativ (Instr. 3	Am or Nu of Sh 10 10 10 10 10 10 10 1	ount nount mount mber ares 064	8. Price of Derivative Security (Instr. 5)	derivati Securiti Securiti Securiti Securiti Owned Followi Reporte Transac (Instr. 4	ive les ies ially ing ed ction(s) 4)	Owners Form: Direct (i) or Indir (i) (Instr 4)	hip of Indirect Beneficial Ownership ect (Instr. 4)

Explanation of Responses:

(10)

Stock

Units

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

(10)

Humana

Common⁽¹

(10)

- 2. Stock units held for the benefit of reporting person as of November 30, 2004 under the Humana Retirement & Savings Plan including a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, both exempt under Rule 16b-3(c).
- 3. Shares sold by reporting person as follows: 1,364 shares at \$29.79 and 700 shares at \$29.78.
- 4. Right to buy pursuant to the Company's 1996 Stock Incentive Plan for Employees.

- 5. Right to buy pursuant to Humana Inc.'s 2003 Stock Incentive Plan.
- 6. Non-qualified stock options granted to reporting person on 9/17/98, all fully vested with 2,064 expiring on 1/12/05, 2,751 expiring on 1/9/07 and 4,350 expiring on 1/15/08.
- $7. \ Non-qualified stock options granted to reporting person on 3/13/02, vesting in three increments from 3/13/03 to 3/13/05.$
- $8.\ Non-qualified\ stock\ options\ granted\ to\ reporting\ person\ on\ 3/13/03,\ vesting\ in\ three\ increments\ from\ 3/13/04\ to\ 3/13/06.$
- $9.\ Non-qualified\ stock\ options\ granted\ to\ reporting\ person\ on\ 2/24/04,\ vesting\ in\ three\ increments\ from\ 2/24/05\ to\ 2/24/07.$
- 10. Phantom Stock Units held for the benefit of reporting person as of November 30, 2004, based on the value of Humana common stock on a 1-for-1 basis, under the Humana Excess Plan exempt under Rule 16b-3(c and d).

Remarks:

Steven E. McCulley

12/30/2004

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.