

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

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report: September 4, 2002  
(Date of Earliest Event Reported)

**HUMANA INC.**

(Exact name of Registrant as specified in its Charter)

**Delaware  
(State of  
Incorporation)**

**1-5975  
(Commission  
File Number)**

**61-0647538  
(I.R.S. Employer  
Tax Identification No.)**

**500 West Main Street  
Louisville, KY 40202  
(Address of principal executive offices, including zip code)**

**(502) 580-1000  
(Registrant's telephone number, including area code)**

**Item 5. Other Events**

Kenneth J. Fasola, Chief Operating Officer - Market Operations, has resigned effective September 4, 2002 to accept a new career opportunity outside Humana Inc. In the interim, his duties will be split between Michael B. McCallister, President and Chief Executive Officer, and James E. Murray, Chief Operating Officer - Service Operations.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

**HUMANA INC.**

**BY: /s/ Arthur P. Hipwell**  
**Arthur P. Hipwell**  
**Senior Vice President**  
**and General Counsel**

Dated: September 4, 2002