

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

Goodman, Bruce J.  
 500 West 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 and Chief Information Officer

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 or Disposed of (A) Amount	5. Amount of Securities Beneficially Owned at End of Month Price	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (I)
Common (1)	2/14/02	F	1,786	\$13.27	D	
Common (1)				1,810	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	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired or Disposed of (A) Amount	6. Date Exercisable or Disposed of (B) Date	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (I)
Option-NQ (3)	11.625				4/12/01	Common (1)	3,898	3,898	D	
Option-NQ (3)	11.625				4/12/02	Common (1)	3,898	3,898	D	
Option-NQ (3)	11.625				4/12/03	Common (1)	3,898	3,898	D	
Option-NQ (3)	11.625				4/12/04	Common (1)	3,898	3,898	D	
Option-ISO (3)	11.625				4/12/01	Common (1)	8,602	8,602	D	
Option-ISO (3)	11.625				4/12/02	Common (1)	8,602	8,602	D	
Option-ISO (3)	11.625				4/12/03	Common (1)	8,602	8,602	D	
Option-ISO (3)	11.625				4/12/04	Common (1)	8,602	8,602	D	
Option-ISO (3)	9.5938				9/9/00	Common (1)	8,333	8,333	D	
Option-NQ (3)	9.5938				9/9/01	Common (1)	8,334	8,334	D	
Option-NQ (3)	9.5938				9/9/02	Common (1)	8,333	8,333	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 1/100 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 December 31, 2001 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).

(3) Right to buy pursuant to the Company's 1996 Stock Incentive Plan for  
Employees.