

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

McCallister, Michael B.
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

October 31, 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-Health System Management

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. Amount of Securities Beneficially Owned at End of Month	6. Director (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
Common (1)				22,848	D	
Common (1)				30,137.2	I	HRSP(3) (6)

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

1. Title of Derivative Security	2. Conversion or Exercise Date	3. Code	4. Derivative Securities Acquired (A) or Disposed of (D) Amount	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities	10. Price of Derivative Security	11. Nature of Indirect Beneficial Ownership
Common (2)	11/01/91				09/13/91 - 09/13/00	Common (1) 2,000		2,000		D
Common (2)	11/01/92				09/13/92 - 09/13/00	Common (1) 2,000		2,000		D
Common (2)	11/01/93				09/13/93 - 09/13/00	Common (1) 2,000		2,000		D
Common (2)	8/92				11/18/92 - 11/18/01	Common (1) 1,000		1,000		D
Common (2)	8/93				11/18/93 - 11/18/01	Common (1) 1,000		1,000		D
Common (2)	8/94				11/18/94 - 11/18/01	Common (1) 1,000		1,000		D
Common (2)	6/95				04/14/95 - 04/14/03	Common (1) 31,250		31,250		D
Common (2)	6/96				04/14/96 - 04/14/03	Common (1) 31,250		31,250		D
Common (2)	6/97				04/14/97 - 04/14/03	Common (1) 31,250		31,250		D
Common (2)	6/98				04/14/98 - 04/14/03	Common (1) 31,250		31,250		D
Common (5)	7/97				07/11/97 - 07/11/06	Common (1) 45,000		45,000		D
Common (5)	7/98				07/11/98 - 07/11/06	Common (1) 45,000		45,000		D
Common (5)	7/99				07/11/99 - 07/11/06	Common (1) 45,000		45,000		D

Phantom Stock Units (4)	1-for-1					(4)	(4)	Common (1)	1,181.5	1,181.5	D
Common (5)	15.5938					9/17/99	11/12/05	Common (1)	29,240	29,240	D
Common (5)	15.5938					9/17/99	11/9/07	Common (1)	12,227	12,227	D
Common (5)	15.5938					9/17/99	11/9/07	Common (1)	6,113	6,113	D
Common (5)	15.5938					9/17/99	7/10/07	Common (1)	20,320	20,320	D
Common (5)	15.5938					7/10/00	7/10/07	Common (1)	10,160	10,160	D
Common-ISO (5)	15.5938					9/17/99	11/15/08	Common (1)	4,316	4,316	D
Common-ISO (5)	15.5938					1/15/00	11/15/08	Common (1)	4,316	4,316	D
Common-ISO (5)	15.5938					1/15/01	11/15/08	Common (1)	4,316	4,316	D
Common-NQ (5)	15.5938					9/17/99	11/15/08	Common (1)	7,284	7,284	D
Common-NQ (5)	15.5938					1/15/00	11/15/08	Common (1)	7,284	7,284	D
Common-NQ (5)	15.5938					1/15/01	11/15/08	Common (1)	7,284	7,284	D
Common (5)	19.25					1/15/00	11/15/09	Common (1)	10,000	10,000	D
Common (5)	19.25					1/15/01	11/15/09	Common (1)	10,000	10,000	D
Common (5)	19.25					1/15/02	11/15/09	Common (1)	10,000	10,000	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's 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) Right to buy pursuant to the Company's 1989 Stock Option Plan for Employees.

(3) Shares held for my benefit as of October 8, 1999 pursuant to the Humana Retirement and Savings Plan ("HRSP") exempt under Rule 16b-3(c).

(4) Phantom Stock Units held for my benefit as of October 8, 1999, under the Humana Excess Plan exempt under Rule

16b-3(d).

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

(6) On October 8, 1999, shares were transferred from a stock index 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.