

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

Lerner, Irwin  
 17 East Greenbrook Road  
 North Caldwell, NJ 07006  
 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

January 31, 2002

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

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

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

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) Form filed by One Reporting Person  
 ( ) Form filed by More than One Reporting Person

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)	1/2/02	A(3)	12,165	24,382	D	
Common (1)				1,000	I	By Spouse

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities	10. Nature of Derivative Security	11. Director (D) or Indirect (I) Beneficial Ownership
Option (2)	\$14.437				11/4/94-11/3/03	Common (1) 5,000		5,000	D	
Option (2)	\$14.437				11/4/95-11/3/03	Common (1) 5,000		5,000	D	
Option (2)	\$14.437				11/4/96-11/3/03	Common (1) 5,000		5,000	D	
Option (2)	\$22.4375				1/3/96-1/3/06	Common (1) 5,000		5,000	D	
Option (2)	\$26.9375				1/2/97-1/2/06	Common (1) 5,000		5,000	D	
Option (2)	\$18.9375				1/2/98-1/2/07	Common (1) 5,000		5,000	D	
Option (2)	\$21.25				1/2/99-1/2/08	Common (1) 5,000		5,000	D	
Option (2)	\$18.7813				1/4/00-1/4/09	Common (1) 5,000		5,000	D	
Option (2)	\$7.875				1/3/01-1/3/10	Common (1) 5,000		5,000	D	
Option (4)	\$14.7813				1/2/01-1/2/11	Common (1) 5,000		5,000	D	
Option (4)	\$11.55	1/2/01	A	5,000	1/2/01-1/2/12	Common (1) 5,000		5,000	D	

Explanation of Responses:

(1) Each share of Common Stock contains a Right adopted on March 5, 1987,

pursuant to the Company's Rights Agreement, 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 fractional share.

- (2) Right to buy pursuant to the Company's 1989 Stock Option Plan for Non-Employee Directors.
- (3) Award of stock in lieu of director fees exempt under 16(b)-3(d)(1).
- (4) Right to buy pursuant to the Company's 1996 Stock Option Plan.