FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPRO	VAL
OMB Number:	3235-0287
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hours per response:	0.5

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

## 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

Name and Address of Reporting Person*     MCCALLISTER MICHAEL B							suer Name <b>a</b> r <b>MANA I</b> I	Symbol	(Che	S. Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner									
(Last)	(First	st) (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 02/24/2005									Officer (g	Officer (give title		Othe belov	r (specify
HUMANA INC. 500 WEST MAIN STREET					_	4. If <i>A</i>	Amendment,	Date	of Origina	I File	d (Month	6. Inc	6. Individual or Joint/Group Filing (Check Applicable						
(Street) LOUISVILLE KY 40202 (City) (State) (Zip)					(	4. If Amendment, Date of Original Filed (Month/Day/Year) 02/24/2005									Form filed by More than One Reporting Person  Form filed by More than One Reporting Person				rson
(City)	(5เสเ			Non-D	orivati	ivo	Socurition	- Acc	uirod	Dic	nosod	of o	or Bon	oficially	, Owned				
Table I - Non-Deriva  1. Title of Security (Instr. 3)  2. Transactic Date (Month/Day/					saction	on 2A. Deemed Execution Date,			3. 4. Secui			rities Acquired (A) or ed Of (D) (Instr. 3, 4			5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
								Code	v	V Amoun		(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)				·	
Humana Con	nmon <sup>(1)</sup>														308,81	4	]	D	
Humana Con	ana Common <sup>(1)</sup>														1,480			I	See Footnote <sup>(2)</sup>
Humana Common <sup>(1)</sup>												38,292				See Footnote <sup>(3)</sup>			
			Tabl				Securities calls, warra								ned				
1. Title of Derivative	2. Conversion or Exercise Price of Derivative	Date (Month/Day/Year) a		Deemed 4. Coution Date, if Cod onth/Day/Year) 8)		tion	5. Number of Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		ole and	7. Title and Amount Securities Underlyin Derivative Security ( and 4)			ng Derivative		ber of	10. Ownership	Beneficial Ownership t (Instr. 4)
Security (Instr. 3)	or Exercise Price of Derivative		any		Code (Ir		Acquired (A) Disposed of (	or (D)			r)	Deriva	ative Secur		Security	Securit Benefic Owned	ties cially I	Form: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)
Security (Instr. 3)	or Exercise Price of		any		Code (Ir		Acquired (A) Disposed of (	or (D)		ey/Yea	piration	Deriva	ative Secur		Security (Instr. 5)	Securit Benefic Owned Followi Report	ties cially I ing ted ction(s)	Form: Direct (D)	Beneficial Ownership (Instr. 4)
Security (Instr. 3) Options (4)	or Exercise Price of Derivative		any		Code (li 8)	nstr.	Acquired (A) Disposed of ( (Instr. 3, 4 and	or (D) d 5)	(Month/Da	Exp Da	piration	Deriva and 4	ative Secur	Amount of Number of	Security (Instr. 5)	Securit Benefic Owned Followi Report Transac (Instr. 4	ties cially I ing ted ction(s)	Form: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)
	or Exercise Price of Derivative Security		any		Code (li 8)	nstr.	Acquired (A) Disposed of ( (Instr. 3, 4 and	or (D) d 5)	(Month/Da	Exp Dar	piration te	Title Hu Com	ative Secur ) umana	Amount of Number of Shares	Security (Instr. 5)	Securit Benefic Owned Followi Report Transa (Instr. 4	ties cially I ring ted ction(s)	Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)
Options <sup>(4)</sup>	or Exercise Price of Derivative Security		any		Code (li 8)	nstr.	Acquired (A) Disposed of ( (Instr. 3, 4 and	or (D) d 5)	Date Exercisable	Exp Date 07/	piration te /11/2006	Title Hu Con Hu Con	umana	Amount of Number of Shares	Security (Instr. 5)	Securit Benefic Owned Following Report Transau (Instr. 4	ties cially l ring ted action(s) 4)	Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)
Options <sup>(4)</sup>	or Exercise Price of Derivative Security \$15.625 \$15.5938		any		Code (li 8)	nstr.	Acquired (A) Disposed of ( (Instr. 3, 4 and	or (D) d 5)	Date Exercisable (5)	Exp Dat 07.	piration te /11/2006 /09/2007	Title Hi Con Hi Con Hi Hi	umana nmon <sup>(1)</sup> umana nmon <sup>(1)</sup>	Amount of Number of Shares 135,000	Security (Instr. 5)	Securit Benefic Owned Following Report Transar (Instr. 4	ties cially lining teed cction(s) 4)	Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)
Options <sup>(4)</sup> Options <sup>(4)</sup>	or Exercise Price of Derivative Security \$15.625 \$15.5938		any		Code (li 8)	nstr.	Acquired (A) Disposed of ( (Instr. 3, 4 and	or (D) d 5)	Date Exercisable (5) (6) (7)	Exp   Date	piration te //11/2006 //09/2007 //10/2007	Title Hu Con Hu Con Hu Con Hu	umana nmon <sup>(1)</sup> umana nmon <sup>(1)</sup> umana nmon <sup>(1)</sup>	Amount c Number o Shares 135,000 18,340 30,480	Security (Instr. 5)	Securit Benefic Owned Followin Report Transac (Instr. 4	ties cially ining ted cction(s) 4) 3,000	Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)
Options <sup>(4)</sup> Options <sup>(4)</sup> Options <sup>(4)</sup>	or Exercise Price of Derivative Security \$15.625 \$15.5938 \$15.5938		any		Code (li 8)	nstr.	Acquired (A) Disposed of ( (Instr. 3, 4 and	or (D) d 5)	Date Exercisable (5) (6) (8)	Exp   Dai	piration te //11/2006 //09/2007 //10/2007 //15/2008	Title Hu Con Hu Con Hu Con Hu	umana nmon <sup>(1)</sup> umana nmon <sup>(1)</sup> umana nmon <sup>(1)</sup> umana nmon <sup>(1)</sup> umana	Amount of Number of Shares  135,000  18,340  30,480	Security (Instr. 5)	Securit Benefic Owned Following Report Transau (Instr. 4 135 18, 30, 34, 30, 34, 30, 34, 30, 34, 30, 34, 30, 30, 34, 34, 34, 34, 34, 34, 34, 34, 34, 34	ties cially ling ted ction(s) 4)	Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)
Options <sup>(4)</sup> Options <sup>(4)</sup> Options <sup>(4)</sup> Options <sup>(4)</sup>	or Exercise Price of Derivative Security  \$15.625  \$15.5938  \$15.5938  \$19.25		any		Code (li 8)	nstr.	Acquired (A) Disposed of ( (Instr. 3, 4 and	or (D) d 5)	Date Exercisable (5) (6) (7) (8) (9)	Exp   Date	piration te //11/2006 //09/2007 //10/2007 //15/2008 //15/2009	Title Hu Con Hu Con Hu Con Hu Con Hu Hu Con Hu	umana nmon(1) umana nmon(1) umana nmon(1) umana nmon(1) umana nmon(1) umana nmon(1) umana	Amount of Number of Shares  135,000  18,340  30,480  30,000	Security (Instr. 5)	Securit Benefic Owned Following Report Transac (Instr. 4 135 18, 30, 34, 30, 100	ties cially	Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)
Options <sup>(4)</sup> Options <sup>(4)</sup> Options <sup>(4)</sup> Options <sup>(4)</sup> Options <sup>(4)</sup>	or Exercise Price of Derivative Security  \$15.625  \$15.5938  \$15.5938  \$19.25  \$7.4688		any		Code (li 8)	nstr.	Acquired (A) Disposed of ( (Instr. 3, 4 and	or (D) d 5)	(Month/Da  Date Exercisable  (5)  (6)  (7)  (8)  (9)  (10)	Exp   Da'	//11/2006 //09/2007 //10/2007 //15/2008 //15/2009	Title Hu Con Hu Con Hu Con Hu Con Hu Con Hu Hu Con Hu	umana nmon(1) umana	Amount of Number of Shares  135,000  18,340  30,480  34,800  100,000	Security (Instr. 5)	Securit Benefit   Securit Benefit   Securit Benefit   Securit	ties cially	Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)
Options <sup>(4)</sup> Options <sup>(4)</sup> Options <sup>(4)</sup> Options <sup>(4)</sup> Options <sup>(4)</sup> Options <sup>(4)</sup>	or Exercise Price of Derivative Security  \$15.625  \$15.5938  \$15.5938  \$19.25  \$7.4688  \$6.9063	(Month/Day/Year)	any		Code (II	nstr.	Acquired (A) Disposed of (Instr. 3, 4 and (A)	or (D) d 5)	(Month/Da  Date Exercisable  (5)  (6)  (7)  (8)  (9)  (10)  (11)	Exp   Dar	//11/2006 //09/2007 //10/2007 //15/2008 //15/2009 //18/2009	Title Hu Con Hu Hu Con Hu	umana nmon(1)	Amount of Number of Shares  135,000  18,340  30,480  34,800  100,000  500,000	Security (Instr. 5)	Securit Benefit	ties cially	Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)
Options <sup>(4)</sup> Options <sup>(14)</sup>	or Exercise Price of Derivative Security  \$15.625  \$15.5938  \$15.5938  \$19.25  \$7.4688  \$6.9063	(Month/Day/Year)	any		Code (II	nstr.	Acquired (A) Disposed of (Instr. 3, 4 and (A)	or (D) d 5)	(Month/Da  Date Exercisable  (5)  (6)  (7)  (8)  (9)  (10)  (11)  (16)	Exp   Dai	//11/2006 //09/2007 //10/2007 //15/2008 //15/2009 //18/2009 //11/2010	Title Hit Con	umana nmon(1)	Amount of Number of Shares  135,000  18,340  30,480  34,800  100,000  500,000  250,000	Security (Instr. 5)	Securit Benefit Benefi	ties cially	Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)
Options <sup>(4)</sup> Options <sup>(4)</sup> Options <sup>(4)</sup> Options <sup>(4)</sup> Options <sup>(4)</sup> Options <sup>(4)</sup> Options <sup>(14)</sup> Options <sup>(14)</sup> Options <sup>(4)</sup>	or Exercise Price of Derivative Security  \$15.625 \$15.5938 \$15.5938 \$15.5938 \$19.25 \$7.4688 \$6.9063 \$32.7 \$12.995	(Month/Day/Year)	any		Code (II	nstr.	Acquired (A) Disposed of (Instr. 3, 4 and (A)	or (D) d 5)	(Month/Da  Date Exercisable  (5)  (6)  (7)  (8)  (9)  (10)  (11)  (16)  (12)	Exp   Dar	//11/2006 //09/2007 //10/2007 //15/2008 //15/2009 //18/2009 //11/2010 //24/2012	Title Hit Con	umana nmon(1)	Amount of Number of Shares  135,000  18,340  30,480  30,000  100,000  500,000  500,000	Security (Instr. 5)  or f  0  0  0  0  0  0  0  0  0  0  0  0  0	Securit Benefit	ties cially	Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)

## Explanation of Responses:

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 fractional share.

- 2. Shares held in a trust for the benefit of reporting person's minor children.
- 3. Shares held for the benefit of reporting person as of January 31, 2005 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).
- 4. Right to buy pursuant to Company's 1996 Stock Incentive Plan for Employees.
- $5. \ Non-qualified \ stock \ options \ granted \ to \ reporting \ person \ on \ 7/11/96 \ vesting \ in \ three \ increments \ from \ 7/11/97 \ to \ 7/11/99.$
- 6. Non-qualified stock options granted to reporting person on 9/17/98 vesting in two increments on 9/17/99 and 1/9/00.
- 7. Non-qualified stock options granted to reporting person on 9/17/98 vesting in two increments on 9/17/99 and 7/10/00.
- 8. Incentive and Non-qualified stock options granted to reporting person on 9/17/98 vesting in three increments each from 9/17/99 to 1/15/01.
- 9. Incentive and Non-qualified stock options granted to reporting person on 1/15/99 vesting in three increments from 1/15/00 to 1/15/02.
- 10. Non-qualified stock options granted to reporting person on 11/18/99 vesting in three increments from 11/18/00 to 11/18/02.
- 11. Incentive and Non-qualified stock options granted to reporting person on 2/11/00, NQ options vesting in three increments from 2/11/01 to 2/11/03, and ISO's vesting on 2/11/03.
- 12. Incentive and Non-qualified stock options granted to reporting person on 3/13/02, NQ options vesting in three increments from 3/13/03 to 3/13/05, ISO's vesting in two increments on 3/13/04 and 3/13/05.
- 13. Incentive and Non-qualified stock options granted to reporting person on 3/13/03, NQ options vesting in three increments from 3/13/04 to 3/13/06, and ISO's vesting on 3/13/06.
- 14. Right to buy pursuant to Company's 2003 Stock Incentive Plan.
- 15. Incentive and Non-qualified stock options granted to reporting person on 2/24/04, NQ options vesting in three increments from 2/24/05 to 2/24/07, and ISO's vesting on 2/24/07.
- 16. Incentive and Non-Qualified stock options granted to reporting person on 2/24/05, NQ options vesting in three increments from 2/24/06 to 2/24/08, and ISO's vesting on 2/24/08.
- 17. The options granted to reporting person on 2/24/05 Form 4 were incorrectly reported as 200,000. The total amount granted was 250,000.
- 18. Phantom Stock Units held for the benefit of reporting person as of January 31, 2005, 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:

Michael B. McCallister 03/01/2005

\*\* 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.