

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

March 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 (X) Officer (give title below) () Other
 (specify below)

President and Chief Executive 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

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 A/ D Price	6. Director or Indirect (I)	7. Nature of Indirect Beneficial Ownership
Common (1)	13/1/02	J(6)	V 7,658	D \$13.27 245,689	D	
Common (1)	13/1/02	J(6)	V 7,658	A 10,346	I	Trust(6)
Common (1)				38,542	I	HRSP(3)

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 or Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Price of Derivative Security	9. Number of Derivative Securities	10. Director or Indirect (I)	11. Nature of Indirect Beneficial Ownership
Common (2)	11.0131				09/13/09 09/13/91 1/00	Common (1) 2,000		2,000	D	
Common (2)	11.0131				09/13/09 09/13/92 1/00	Common (1) 2,000		2,000	D	
Common (2)	11.0131				09/13/09 09/13/93 1/00	Common (1) 2,000		2,000	D	
Common (2)	16.5625				04/14/04 04/14/95 1/03	Common (1) 31,250		31,250	D	
Common (2)	16.5625				04/14/04 04/14/96 1/03	Common (1) 31,250		31,250	D	
Common (2)	16.5625				04/14/04 04/14/97 1/03	Common (1) 31,250		31,250	D	
Common (2)	16.5625				04/14/04 04/14/98 1/03	Common (1) 31,250		31,250	D	
Common (5)	15.625				07/11/07 07/11/97 1/06	Common (1) 45,000		45,000	D	
Common (5)	15.625				07/11/07 07/11/98 1/06	Common (1) 45,000		45,000	D	
Common (5)	15.625				07/11/07 07/11/99 1/06	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				9/17/11 12/99 05	Common (1) 29,240		29,240	D	
Common (5)	15.5938				9/17/11 9/00	Common (1) 12,288		12,288	D	

Common (5)	15.5938					1/9/01	1/9/01	Common (1)	6,052	6,052	D
Common (5)	15.5938					9/17/99	7/10/07	Common (1)	7,620	7,620	D
Common (5)	15.5938					7/10/00-2	7/10/07	Common (1)	22,860	22,860	D
Common-ISO (5)	15.5938					9/17/99	1/15/08	Common (1)	4,316	4,316	D
Common-ISO (5)	15.5938					1/15/00	1/15/08	Common (1)	4,316	4,316	D
Common-ISO (5)	15.5938					1/15/01	1/15/08	Common (1)	4,316	4,316	D
Common-NQ (5)	15.5938					9/17/99	1/15/08	Common (1)	7,284	7,284	D
Common-NQ (5)	15.5938					1/15/00	1/15/08	Common (1)	7,284	7,284	D
Common-NQ (5)	15.5938					1/15/01	1/15/08	Common (1)	7,284	7,284	D
Common (5)	19.25					1/15/00	1/15/09	Common (1)	10,000	10,000	D
Common (5)	19.25					1/15/01	1/15/09	Common (1)	10,000	10,000	D
Common (5)	19.25					1/15/02	1/15/09	Common (1)	4,806	4,806	D
Common-ISO (5)	19.25					1/15/02	1/15/09	Common (1)	5,194	5,194	D
Common (5)	7.4688					11/00	11/18/09	Common (1)	33,334	33,334	D
Common (5)	7.4688					11/01	11/18/09	Common (1)	33,333	33,333	D
Common (5)	7.4688					11/02	11/18/09	Common (1)	33,333	33,333	D
Common (5)	6.9063					2/01	2/11/10	Common (1)	166,667	166,667	D
Common (5)	6.9063					2/02	2/11/10	Common (1)	166,667	166,667	D
Common (5)	6.9063					2/03	2/11/10	Common (1)	152,187	152,187	D
Common-ISO (5)	6.9063					2/03	2/11/10	Common (1)	14,479	14,479	D
Common (5)	12.995	3/02	13/13/A	V16,667	A	3/03	3/13/12	Common (1)	16,667	16,667	D
Common (5)	12.995	3/02	13/13/A	V8,972	A	3/04	3/13/12	Common (1)	8,972	8,972	D
Common (5)	12.995	3/02	13/13/A	V8,971	A	3/05	3/13/12	Common (1)	8,971	8,971	D
Common-ISO (5)	12.995	3/02	13/13/A	V7,695	A	3/04	3/13/12	Common (1)	7,695	7,695	D
Common-ISO (5)	12.995	3/02	13/13/A	V7,695	A	3/05	3/13/12	Common (1)	7,695	7,695	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 January 31, 2002 pursuant to the Humana Retirement and 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).
- (4) Phantom Stock Units held for my benefit as of January 31, 2002, 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) Shares held by a Family Trust ("Trust") of which my wife and I are

trustees. I disclaim beneficial ownership
of Company stock held by the Trust except to the extent of my pecuniary
interest.