UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

(X) 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
 - Reeves, M.D., Jerry D. 500 W. Main Street

Louisville, KY 40202

USA

1. Title of Security

- Issuer Name and Ticker or Trading Symbol Humana Inc. HIIM
- 3. IRS or Social Security Number of Reporting Person (Voluntary)
- 4. Statement for Month/Year February 29, 2000
- 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 Medical Officer
- 7. Individual or Joint/Group Filing (Check Applicable Line)

|2. |3. |4.Securities Acquired (A) | Transaction | or Disposed of (D)

- (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

	i	te Code	İ	Amount		A/		i	Owned	cially at	(D)c Indi ect(or .r		
Common (1)	2/1	1/0 D(4)) V 10 	,000		D 1	3.1667	6, 			D 	1		
Common (1)	 	I	1 1					41	8.7		ΙΙ	HRSP (3)		
Table II Deriv	ative Securit	ites Acc	quired	, Disposed	l of, o	or Bene	eficial	ly Owne	d					
.Title of Derivat	ive 2.Con-	3. 4	4.	5.Number	of De	6.Dat	te Exer	7.Titl	e and	Amount	8.Price	9.Number	10. 11.Nature	
Security													Dir Indirect	
	or Exer	1 1		rities Acqui		Expiration		Secu	Securities Title and Number of Shares			tive	ect Beneficial	
	cise	1 1		red(A) o	r Dis	Date	(Month/	1			Secu		(D) Ownership	
	Price of	1 !		posed of	(D)	Day/	rear)	I			rity	Benefi		
	Deriva-	1 1		I I	1 7	Date	EXPIR	 m++	le ard	Number	1	ficially Owned at End of	ind	
	CIVE		1	1	I A/	lcies.	- ation	l of	sharee	Number	1	End of	ct	
	Irity	IDate I	Code IV	Amount	1	Ible	Date	. 01	J.141 62		i	Month	(I)	
				1111104110										
Option (2)	115.5938		1	ı	1	19/17	/11/27/	l Common	(1)	60,934		160,934	ID I	
peron (2)	1	i i	i		1	199	107	I		1	1	i i	1 1	
Option (2)	15.5938	I I		 I						30,466		30,466	D	
	1	1 1	- 1	I	- 1	100	107	I		I	I	1	1 1	
Option-ISO(2)	15.5938									4,316			D	
	I	I I		l 	I	199	108	l 		 		 	 	
Option-ISO(2)	15.5938	1 1	1									4,316	D	
	ı	1 1	- 1	l	ı	100	108	l		1	1	I	I I	
Option-ISO(2)	115.5938	1 1				11/15	/11/15/	l Common	(1)	4,316	1	4,316	ID I	
	1		i	İ						1			i i	
 Option-NQ(2)	115.5938			 I		19/17	/11/15/	l Common	(1)	17.284		7,284	ID	
	1		i							1			i	
 Option-NQ(2)	15.5938	I I		 I		1/15	/ 1/15/	Common	(1)	7,284		7,284	D	
-	i	i i	İ	İ	1	100	108					İ	i i	
Option-NQ(2)	115.5938	1 1								17.284		7,284	D	
	i									1			i i	
 Option(2)	119.25					11/15	/ 1 1 / 1 5 /		(1)	10,000		110,000	 ID I	
	i		i	l	i	100	109		(1)	1	ì	1		
 Option(2)						11/15	/ 1 1 / 1 5 /		(1)	110 000		10,000		
-	1		i	1	i	101	109		(1)	1	i			
	19.25									10,000		10,000	D	
	1			İ	İ	102	109		(± /		i	1		
 Option(2)	19.5938											6,667		
	i	i i	i	1	1	10	9	I		1	1	1	1 1	
Option(2)	19.5938	1 1	1	I	1	19/9/0	1 9/9/0	Common	(1)	16,667	1	6,667	D	

|5.Amount of | Securities |6.Dir |7.Nature of Indirect |ect | Beneficial Ownership

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Option(2)				 									 	-1
	1	1	1	I I	1	1	1	1	1	1		ı		-1

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 as amended on 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 1996 Stock Incentive Plan for Employees.
- (3) Shares held for my benefit as of January 31, 2000 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).

- (4) The reporting person terminated employment with Humana Inc. on February 11, 2000, resulting in the
- forfeiture of 10,000 shares of restricted stock previously reported as beneficially owned by the reporting person.