

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

Rotherham, Gregory K.  
 1100 Employers Boulevard  
 Green Bay, WI 54344

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

December 31, 1999

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

(5)

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

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

Vice President-Business Development (Small Group Division)

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. Price	6. Amount of Securities Beneficially Owned at End of Month	7. Dir (D) or Indir (I)	8. Nature of Indirect Beneficial Ownership			
Common (1)	12/3/99	P	1,500	\$7.00	24,000	D	(5)			
Common (1)					10,421.9	I	HRSP (2)			

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1. Title of Derivative Security	2. Conversion or Exercise Date	3. Transaction 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. Owned at End of Month	11. Nature of Indirect Beneficial Ownership
Option (3)	15.5938				9/17/99-11/16/05	Common (1) 3,750	3,750			D
Option (3)	15.5938				11/16/99-11/16/05	Common (1) 3,750	3,750			D
Option (3)	15.5938				11/16/00-11/16/05	Common (1) 3,750	3,750			D
Option (4)	15.5938				9/17/99-8/12/06	Common (1) 52,740	52,740			D
Option (4)	15.5938				9/17/99-11/9/07	Common (1) 30,720	30,720			D
Option (4)	15.5938				1/9/00-11/9/07	Common (1) 15,130	15,130			D
Option (4)	15.5938				9/17/99-11/15/08	Common (1) 5,800	5,800			D
Option (4)	15.5938				1/15/00-11/15/08	Common (1) 5,800	5,800			D
Option (4)	15.5938				1/15/01-11/15/08	Common (1) 5,800	5,800			D
Option (4)	19.25				1/15/00-11/15/09	Common (1) 13,334	13,334			D
Option (4)	19.25				1/15/01-11/15/09	Common (1) 13,333	13,333			D
Option (4)	19.25				1/15/02-11/15/09	Common (1) 13,333	13,333			D
Option-ISO (4)	19.5938				9/9/00-9/9/09	Common (1) 3,334	3,334			D

Option-ISO (4)	19.5938					19/9/0	19/9/0	Common (1)	3,333		3,333	D
						1	19					
Option-NQ (4)	19.5938					19/9/0	19/9/0	Common (1)	3,333		3,333	D
						2	19					

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 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) Shares held for my benefit as of December 31, 1999 under the Humana Retirement & Savings Plan ("HRSP") exempt under Rule

16b-3(c).

(3) Right to buy pursuant to the Company's 1989 Stock Option Plan for Employees.

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

(5) This Form 4 amends my September and November 1999 Form 4's. The September Form 4 should have

reported a purchase on Sept. 28 which was actually reported in the November Form 4. The November purchase

should be removed but the ending balance should remain the same.