

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

Hipwell, Arthur P.
Humana Inc.
500 W. Main St.
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)

403-64-8961

4. Statement for Month/Year

October 1996

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 & General Counsel

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)	10/22/96	P	11,700	A 18.625		
Common (1)	10/23/96	P	300	A 18.625	20,189	D
Common(1)	08/31/96	I	2810.1(3)	A (3)	3284.3	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 Dismissible	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities	10. Director (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
Option (2)	17.9375				1/13/96	1/13/04 Common(1)	18,750	18,750	D	
Option (2)	17.9375				1/13/97	1/13/04 Common(1)	18,750	18,750	D	
Option (2)	17.9375				1/13/98	1/13/04 Common(1)	18,750	18,750	D	
Option (2)	17.9375				1/13/99	1/13/04 Common(1)	18,750	18,750	D	
Option (2)	16.9375				7/20/96	7/20/04 Common(1)	6,250	6,250	D	
Option (2)	16.9375				7/20/97	7/20/04 Common(1)	6,250	6,250	D	
Option (2)	16.9375				7/20/98	7/20/04 Common(1)	6,250	6,250	D	
Option (2)	16.9375				7/20/99	7/20/04 Common(1)	6,250	6,250	D	
Option (2)	23.0625				1/12/96	1/12/05 Common(1)	33,334	33,334	D	
Option (2)	23.0625				1/12/97	1/12/05 Common(1)	33,333	33,333	D	
Option (2)	23.0625				1/12/98	1/12/05 Common(1)	33,333	33,333	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, pursuant to the Company's Rights Agreement, which entitles holders of the Company's Common, 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 Company 1989 Stock Option Plan for Employees which contains the right to satisfy the tax withholding obligations with Company stock and also contains Limited Right provisions in the event of a change in control of the Company.

(3) Shares held on my behalf pursuant to the Humana Retirement & Savings Plan as of September 30, 1996, exempt under Rule 16b-3; transfer of account balance previously reported on August 1996 Form 4 at which time only \$ amount was known.