

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

| | | |
|--|--|--|
| 1. Name and Address of Reporting Person* JONES DAVID A SR/KY (Last) (First) (Middle) HUMANA INC. 500 WEST MAIN STREET (Street) LOUISVILLE KY 40202 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol HUMANA INC [HUM] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 09/07/2004 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Humana Common ⁽¹⁾ | | | | | | | | 699,098 | D | |
| Humana Common ⁽¹⁾ | | | | | | | | 498,252 | I | See Footnote ⁽²⁾ |
| Humana Common ⁽¹⁾ | | | | | | | | 3,736 | I | See Footnote ⁽³⁾ |
| Humana Common ⁽¹⁾ | | | | | | | | 610,140 | I | See Footnote ⁽⁴⁾ |
| Humana Common ⁽¹⁾ | | | | | | | | 30,000 | I | See Footnote ⁽⁵⁾ |
| Humana Common ⁽¹⁾ | | | | | | | | 375,406 | I | See Footnote ⁽⁶⁾ |
| Humana Common ⁽¹⁾ | 09/07/2004 | | G | | 4,030 | D | \$0 | 4,987,719 | I | See Footnote ⁽⁷⁾ |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-----------------|---|--|--|---|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | | | | | |
| Options ⁽⁸⁾ | \$21.25 | | | | | | 01/02/1999 | 01/02/2008 | Humana Common ⁽¹⁾ | 5,000 | 5,000 | D | |
| Options ⁽⁸⁾ | \$18.7813 | | | | | | 01/04/2000 | 01/04/2009 | Humana Common ⁽¹⁾ | 5,000 | 5,000 | D | |
| Options ⁽⁹⁾ | \$10.19 | | | | | | 01/02/2004 | 01/02/2013 | Humana Common ⁽¹⁾ | 5,000 | 5,000 | D | |
| Options ⁽¹⁰⁾ | \$23.05 | | | | | | 01/02/2005 | 01/02/2014 | Humana Common ⁽¹⁾ | 2,500 | 2,500 | D | |

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 by DBJ Investments, Ltd., a limited partnership of which reporting person is a limited partner and DBJ, LLC is the General Partner. Reporting person and spouse are the members of DBJ, LLC. Reporting person disclaims beneficial ownership of Company stock held by the partnership except to the extent of his pecuniary interest.
3. Shares held by Betty A. Jones Revocable Trust (BJ-RT) of which reporting person's spouse is Settlor and Trustee. Reporting person disclaims beneficial ownership of Company stock held by the BJ-RT except to the extent of his pecuniary interest.
4. Shares held by Family Limited Partnership ("FLP") of which reporting person and his spouse are General Partners, and Trusts, established by reporting person and spouse, are Limited Partners together with a Family Charitable Foundation.
5. Shares held by reporting person's spouse.
6. Shares held by Jones Investments, Ltd., a partnership of which DBJ, LLC is the General Partner. Reporting person and spouse are the members of DBJ, LLC.
7. Shares held by David A. Jones Revocable Trust (DAJ-RT) of which reporting person is Settlor and Trustee. Reporting person disclaims beneficial ownership of Company stock held by the DAJ-RT except to the extent of his pecuniary interest.
8. Right to buy pursuant to Humana Inc.'s 1989 Stock Option Plan for Non-Employee Directors.
9. Right to buy pursuant to Humana Inc.'s 1996 Incentive Stock Option Plan.
10. Right to buy pursuant to Humana Inc.'s 2003 Stock Incentive Plan.

Remarks:

David A. Jones

09/07/2004

** 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.