

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

Vieth, Jr., George W.  
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

August 31, 1998

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)

Vice President-Strategy and Systems Development

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. Transaction 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)				7,000	D	(6)
Common (1)	8/14/98	P	1,000	1,400	I	Cust. for Child
Common (1)	8/14/98	P	500	500	I	Cust. for Child
Common (1)	8/14/98	P	500	1,000	I	Cust. for Child
Common (1)				300	I	IRA
Common (1)				100	I	Wife-IRA
Common (1)				4,462.6	I	HRSP (2)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date of Exercise (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities	10. Date of Exercise (Month/Day/Year)	11. Nature of Indirect Beneficial Ownership
Option (3)	6.5625				4/14/95	Common (1)	15,000		4/14/03	D
Option (3)	6.5625				4/14/96	Common (1)	15,000		4/14/03	D
Option (3)	6.5625				4/14/97	Common (1)	15,000		4/14/03	D
Option (3)	6.5625				4/14/98	Common (1)	15,000		4/14/03	D
Option (3)	23.0625				1/12/96	Common (1)	6,667		1/12/05	D
Option (3)	23.0625				1/12/97	Common (1)	6,667		1/12/05	D
Option (3)	23.0625				1/12/98	Common (1)	6,666		1/12/05	D
Option (3)	26.3125				1/11/97	Common (1)	3,334		1/11/06	D
Option (3)	26.3125				1/11/97	Common (1)	3,334		1/11/06	D

Option (3)	26.3125				1/11/1998	1/11/1998	Common (1)	3,333	3,333	D
Option (4)	18.8125				1/9/1998	1/9/1998	Common (1)	23,334	23,334	D
Option (4)	18.8125				1/9/1998	1/9/1998	Common (1)	23,333	23,333	D
Option (4)	18.8125				1/9/1998	1/9/1998	Common (1)	23,333	23,333	D
Option-ISO (4)	20.1563				1/15/1999	1/15/1999	Common (1)	4,961	4,961	D
Option-ISO (4)	20.1563				1/15/2000	1/15/2000	Common (1)	4,961	4,961	D
Option-ISO (4)	20.1563				1/15/2001	1/15/2001	Common (1)	4,961	4,961	D
Option-NQ (4)	20.1563				1/15/1999	1/15/1999	Common (1)	8,373	8,373	D
Option-NQ (4)	20.1563				1/15/2000	1/15/2000	Common (1)	8,372	8,372	D
Option-NQ (4)	20.1563				1/15/2001	1/15/2001	Common (1)	8,372	8,372	D
Phantom Stock Units (5) (1-for-1)					(5)	(5)	Common (1)	1,031.4	1,031.4	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 May 27, 1998, 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 June 30, 1998, 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.

(5) Phantom Stock Units held for my benefit as of June 30, 1998, under the Humana Excess Plans exempt under Rule 16b-3(d).

(6) Original Form 3 filed on January 9, 1997 reflected 5,200 shares owned directly. The Form 3 was amended in September 1997 and inadvertently reported 5,000 owned directly. In August 1997, 800 shares were purchased and reported on Form 4 filed September 5, 1997 (incorrectly showing direct ownership at 5,800). In September 1997, 1,000 shares were purchased and reported on Form 4 filed on October 3, 1997 (incorrectly reporting total direct ownership of 6,800). This footnote corrects total direct holding to 7,000 shares.