

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

1. Name and Address of Reporting Person

MITCHELL, SHERI E.
 HUMANA INC.
 500 WEST MAIN STREET
 LOUISVILLE, KY 40202

2. Date of Event Requiring Statement (Month/Day/Year)

July 15, 1999

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Issuer Name and Ticker or Trading Symbol

HUMANA INC.
 HUM

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

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

SENIOR VICE PRESIDENT-CHIEF COMPLIANCE OFFICER

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

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 Beneficially Owned

1. Title of Security	2. Amount of Securities Beneficially Owned	3. Ownership Form: Direct (D) or Indirect (I)	4. Nature of Indirect Beneficial Ownership
Common (1)	16,000	D	
Common (1)	2,064	I	IRA
Common (1)	11,813.7	I	HRSP (4)

Table II -- Derivative Securities Beneficially Owned

1. Title of Derivative Security	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Underlying Securities	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership
Option (2)	19/91-93 19/13/00	Common	11.500	D	
Option (2)	11/92-94 11/18/01	Common	8.9098	D	
Option (2)	14/95-98 14/14/03	Common	16.5625	D	
Option (2)	11/96-98 11/12/05	Common	23.0625	D	
Option (3)	19/99-1/00 1/9/07	Common	15.5938	D	
Option (3)	19/99-1/01 1/15/08	Common	15.5938	D	
Option (3)	11/00-02 1/15/09	Common	19.25	D	
Phantom Stock Units (5)	(5) (5)	Common	1-for-1	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 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 1/100 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 1989 Stock Option Plan for Employees.

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

(4) Shares held for my benefit as of July 15, 1999 pursuant to the Humana Retirement and Savings Plan ("HRSP")

exempt under Rule

16b-3(c).

(5) Phantom Stock Units held for my benefit as of July 15, 1999 under the Humana Excess Plan exempt under Rule

16b-3(d).