

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

(X) 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

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

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

May 31, 2000

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 & CHIEF COMPLIANCE OFFICER

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. Amount of Securities Beneficially Owned at End of Month	6. Director (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
Common (1)				16,000	D	
Common (1)				2,064	I	IRA
Common (1)				14,732.4	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 Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date (Date)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Owned at End of Month	10. Director (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
Option (3)	11.0131				9/91-9/13/93	Common (1) 1,500	1,500		D	
Option (3)	8.9098				11/92-11/18/94	Common (1) 1,000	1,000		D	
Option (3)	6.5625				4/95-4/14/98	Common (1) 19,000	19,000		D	
Option (3)	23.0625				1/96-11/12/98	Common (1) 25,000	25,000		D	
Option (4)	15.5938				9/99-11/09/00	Common (1) 13,755	13,755		D	
Option (4)	15.5938				1/99-11/15/01	Common (1) 13,050	13,050		D	
Option (4)	19.25				1/00-1/15/02	Common (1) 18,000	18,000		D	
Phantom Stock Units (5) 1-for-1					(5) (5)	Common (1) 1,275.67	1,275.67		I	
Option (4)	9.5938				9/9/00-9/9/00	Common (1) 6,667	6,667		D	
Option (4)	9.5938				9/9/00-9/9/00	Common (1) 6,667	6,667		D	
Option (4)	9.5938				9/9/00-9/9/00	Common (1) 6,666	6,666		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) Shares held for my benefit as of May 19, 2000 pursuant to the Humana Retirement and Savings Plan ("HRSP") exempt under Rule 16b-3(c) and a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, 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) Phantom Stock Units held for my benefit as of May 19, 2000 under the Humana Excess Plan exempt under Rule 16b-3(d).