

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

Rotherham, Gregory K.  
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

January 31, 1999

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-Customer Service & Operations

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 Price	6. Dir (D) or Indir (I)	7. Nature of Indirect Beneficial Ownership
Common (1)				19,500	D	
Common (1)				5,643.5	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. Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Number of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities	10. Price of Derivative Security	11. Nature of Indirect Beneficial Ownership (D) or Ownership (I)
Option (3)	15.5938				9/17/99   11/16/05	Common (1)	3,750		3,750	D
Option (3)	15.5938				11/16/99   11/16/05	Common (1)	3,750		3,750	D
Option (3)	15.5938				11/16/00   11/16/05	Common (1)	3,750		3,750	D
Option (4)	15.5938				9/17/99   8/12/06	Common (1)	52,740		52,740	D
Option (4)	15.5938				9/17/99   11/9/07	Common (1)	30,720		30,720	D
Option (4)	15.5938				1/9/00   11/9/07	Common (1)	15,130		15,130	D
Option (4)	15.5938				9/17/99   11/15/08	Common (1)	5,800		5,800	D
Option (4)	15.5938				1/15/00   1/15/08	Common (1)	5,800		5,800	D
Option (4)	15.5938				1/15/01   1/15/08	Common (1)	5,800		5,800	D
Option (4)	19.25	1/15/99	A	V 13,334	A   1/15/00   1/15/09	Common (1)	13,334		13,334	D
Option (4)	19.25	1/15/99	A	V 13,333	A   1/15/01   1/15/09	Common (1)	13,333		13,333	D
Option (4)	19.25	1/15/99	A	V 13,333	A   1/15/02   1/15/09	Common (1)	13,333		13,333	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 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 December 31, 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 for Employees.