

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

Jones, David A.
 500 W. Main St.
 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)

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

Chairman of the Board

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) Form filed by One Reporting Person
 () Form filed by More than One Reporting Person

| 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) | | | | 2,615,141 | I | FLP (2) |
| Common (1) | | | | 152,808 | I | FLP-96 (3) |
| Common (1) | 1/21/99 | G | 100 | 5,184,414 | D | |
| Common (1) | | | | 1,385 | I | Wife |

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of Derivative | 3. Transaction Date | 4. Derivative Acquired (A) or Disposed of (D) Amount | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security | 9. Number of Derivative Securities Beneficially Owned at End of Month | 10. Director (D) or Indirect (I) | 11. Nature of Indirect Beneficial Ownership |
|---------------------------------|---|---------------------|--|---|---|--|---------------------------------|---|----------------------------------|---|
| Option (4) | 19.3125 | | | | 11/14/97-11/14/06 | Common (1) 300,000 | 300,000 | | D | |
| Option (4) | 18.8125 | | | | 01/09/98-01/09/07 | Common (1) 170,000 | 170,000 | | D | |
| Option (5) | 21.25 | | | | 1/2/99-1/2/08 | Common (1) 5,000 | 5,000 | | D | |
| Option (5) | 18.7813 | 1/4/99 | A | 100 | 1/4/00-1/4/09 | Common (1) 5,000 | 5,000 | | 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 1/100 of a share of Series A Participating Preferred Stock at a price of \$145 per fractional share.

(2) Shares held by Family Limited Partnership ("FLP") of which my wife and I are General Partners and Trusts

established by each of us are Limited Partners, together with a Family Charitable Foundation. I disclaim beneficial ownership of Company stock held by the FLP except to the extent of my pecuniary interest.

(3) Shares held by 96 A/J Family Limited Partnership ("FLP-96") of which my wife and I are General Partners, and together with a Family Charitable Foundation are Limited Partners. I disclaim beneficial ownership of Company stock held by the FLP-96 except to the extent of my pecuniary interest.

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

(5) Right to buy pursuant to Company's 1989 Stock Option Plan for Non-Employee Directors.