

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report: August 9, 2002
(Date of Earliest Event Reported)

HUMANA INC.

(Exact name of Registrant as specified in its Charter)

Delaware
(State of
Incorporation)

1-5975
(Commission
File Number)

61-0647538
(I.R.S. Employer
Tax Identification No.)

500 West Main Street
Louisville, KY 40202
(Address of principal executive offices, including zip code)

(502) 580-1000
(Registrant's telephone number, including area code)

Item 5. Other Events

On August 9, 2002, Humana Inc. (the "Company" or "Registrant") submitted to the Securities and Exchange Commission ("SEC") the Statements under Oath of Principal Executive Officer and Principal Financial Officer in accordance with the SEC's June 27, 2002 Order requiring the filing of sworn statements pursuant to Section 21(a)(1) of the Securities and Exchange Act of 1934.

Item 7. Financial Statements and Exhibits

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|--------------|--|
| Exhibit 99.1 | Statement Under Oath of Michael B. McCallister, President and Chief Executive Officer of Humana Inc. |
| Exhibit 99.2 | Statement Under Oath of James H. Bloem, Senior Vice President and Chief Financial Officer of Humana Inc. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

HUMANA INC.

BY: /S/ Arthur P. Hipwell
Arthur P. Hipwell
Senior Vice President
and General Counsel

Dated: August 9, 2002

INDEX OF EXHIBITS

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**Statement Under Oath of Principal Executive Officer and Principal Financial Officer
Regarding Facts and Circumstances Relating to Exchange Act Filings**

I, Michael B. McCallister, principal executive officer of Humana Inc., state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Humana Inc., and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with Humana Inc.'s audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- Annual Report for the fiscal year ended December 31, 2001 on Form 10-K filed with the Commission of Humana Inc.;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Humana Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

Signature: /s/ Michael B. Mccallister
Michael B. McCallister

Date: August 9, 2002

Subscribed and sworn to before me
this 9th day of August,
2002.

/s/ Julie L. Breeden
Notary Public (Seal)

My Commission Expires: 10/29/02

**Statement Under Oath of Principal Executive Officer and Principal Financial Officer
Regarding Facts and Circumstances Relating to Exchange Act Filings**

I, James H. Bloem, principal financial officer of Humana Inc., state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Humana Inc., and, except as corrected or supplemented in a subsequent covered report:
 - no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
 - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with Humana Inc.'s audit committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
 - Annual Report for the fiscal year ended December 31, 2001 on Form 10-K filed with the Commission of Humana Inc.;
 - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Humana Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - any amendments to any of the foregoing.

Signature: /s/ James H. Bloem
 James H. Bloem

Date: August 9, 2002

Subscribed and sworn to before me
this 9th day of August ,
2002.

 /s/ Julie L. Breeden
Notary Public (Seal)

My Commission Expires: 10/29/02