

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

Shields, R. Eugene  
 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

February 28, 2002

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 - Government Programs

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 Price	6. Director (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
Common (1)	2/14/02	F	2,171	\$13.27	D	
Common (1)				17,799.5	I	HRSP (3)
Common (1)	2/14/02	G	1,277	1,277	I	Daughter (5)
Common (1)	2/14/02	G	1,276	1,276	I	Daughter (5)
Common (1)	2/14/02	G	1,276	1,276	I	Daughter (5)

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 or Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities Title and Number of Shares	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 (2)	15.5938				9/17/99 - 1/15/08	Common (1)	5,800	5,800	D	
Option (2)	15.5938				1/15/00 - 1/15/08	Common (1)	5,800	5,800	D	
Option (2)	15.5938				1/15/01 - 1/15/08	Common (1)	5,800	5,800	D	
Option (2)	15.5938				9/17/99 - 9/17/08	Common (1)	30,450	30,450	D	
Option (2)	15.5938				9/17/99 - 1/9/07	Common (1)	15,360	15,360	D	
Option (2)	15.5938				1/9/00 - 1/9/07	Common (1)	7,565	7,565	D	
Option (2)	15.5938				9/17/99 - 1/12/05	Common (1)	3,440	3,440	D	
Option (2)	19.25				1/15/00 - 1/15/09	Common (1)	6,667	6,667	D	
Option (2)	19.25				1/15/01 - 1/15/09	Common (1)	6,667	6,667	D	
Option (2)	19.25				1/15/02 - 1/15/09	Common (1)	6,666	6,666	D	

Option (2)	19.5938					9/9/919/9/0	Common (1)	16,667		16,667	D
Option (2)	19.5938					9/9/919/9/0	Common (1)	16,667		16,667	D
Option (2)	19.5938					9/9/919/9/0	Common (1)	16,666		16,666	D
Phantom Stock Units (4)1-for-1						(4) (4)	Common (1)	2,689.8		2,689.8	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's 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) Right to buy pursuant to the Company's 1996 Stock Incentive Plan for Employees.
- (3) Shares held for my benefit as of December 31, 2001 under the Humana Retirement & 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).
- (4) Phantom Stock Units held for my benefit as of December 31, 2001 under the Humana Excess Plan, exempt under Rule 16b-3(d).
- (5) Exempt transfer of shares to my childre, all over the age of majority, but who receive investment advice from me.