

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

The Admar Group, Inc.  
(Name of Issuer)

Common  
(Title of Class of Securities)

0000070931  
(CUSIP Number)

Check the following box if a fee is being paid with  
the statement / /.

(A fee is not required only if the filing person:  
(1) has a previous statement on file reporting  
beneficial ownership of more than five percent of  
the class of securities described in Item 1; and  
(2) has filed no amendment subsequent thereto reporting beneficial  
ownership of five percent or less of such class.)  
(See Rule 13d-7.)

\*The remainder of this cover page shall be filled  
out for a reporting person's initial filing on this  
form with respect to the subject class of  
securities, and for any subsequent amendment  
containing information which would alter the  
disclosures provided in a prior cover page.

The information required on the remainder of this  
cover page shall not be deemed to be "filed" for  
the purpose of Section 18 of the Securities  
Exchange Act of 1934 ("Act") or otherwise subject  
to the liabilities of that section of the Act but  
shall be subject to all other provisions of  
the Act (however, see the Notes).

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\* 1 NAME OF REPORTING PERSON  
\* S.S. OR I.R.S. IDENTIFICATION NO. OF  
ABOVE PERSON

\* Humana Inc.  
\* 61-0647538

\* 2 CHECK THE APPROPRIATE BOX IF A MEMBER  
\* OF A GROUP\*

\* N/A (a) / /  
\* (b) / /

\* 3 SEC USE ONLY

\* 4 CITIZENSHIP OR PLACE OF ORGANIZATION  
\* Delaware \*

\* 5 SOLE VOTING POWER  
200,000

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*
*
*-----*
* Number of *
* Shares * 6 SHARED VOTING POWER *
*Beneficially*
* Owned by *
*-----*
* Each *
* Reporting * 7 SOLE DISPOSITIVE POWER *
* Person * 200,000 *
* with *
*-----*
*
* 8 SHARED DISPOSITIVE POWER
*
*-----*
*****
* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY *
* EACH REPORTING PERSON *
* 1,500,000 (See Note 1) *
*-----*
* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW *
* (9) EXCLUDES CERTAIN SHARES *
* N/A /___/ *
*-----*
* 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN *
* ROW (9) *
* 15.0% (See Note 1) *
*-----*
* 12 TYPE OF REPORTING PERSON *
* CO *
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ITEM 1(a)      Name of Issuer:
                The Admar Group, Inc.

ITEM 1(b)      Address of Issuer's Principal Executive
                Offices
                1551 N. Tustin Avenue
                Santa Ana, CA 92701

ITEM 2(a)      Name of Person Filing:
                Humana Inc.

ITEM 2(b)      Address of Principal Business Office or,
                if none, residence:
                500 West Main Street
                Louisville, KY 40202

ITEM 2(c)      Citizenship:
                Delaware

ITEM 2(d)      Title of Class of Securities:
                Common

ITEM 2(e)      Cusip Number:
                0000070931

ITEM 3         If this statement is filed pursuant to Rules
                13d-1(b) or 13d-2(b), check whether the
                person filing is a: N/A
                (a)      ( )      Broker or Dealer registered under
                Section 15 of the Act.
                (b)      ( )      Bank as defined in Section
                3(a)(6) of the Act.
                (c)      ( )      Insurance Company as defined in
                Section 3(a)(19) of the Act.
                (d)      ( )      Investment Company registered
                under Section 8 of the Investment
                Company Act.
                (e)      ( )      Investment Adviser registered
                under Section 203 of the
                Investment Advisers Act of 1940.

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- (f) ( ) Employee Benefit Plan, Pension Fund which is subject to provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Section 240.13d-a(b)(1)(ii)(F).
- (g) ( ) Parent Holding Company in accordance with Section 240.13d-1(b)(ii)(G).

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- (h) ( ) Group, in accordance with Section 240.13d-a(b)(1)(ii)(H).

ITEM 4 Ownership:

- (a) Amount Beneficially owned: 1,500,000 (See Note 1)
- (b) Percent of Class: 15.0% (See Note 1)
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: 200,000
  - (ii) Shared power to vote or to direct the vote: N/A
  - (iii) Sole power to dispose or to direct the disposition of: 200,000
  - (iv) Shared power to dispose or to direct the disposition of: N/A

Note 1

Humana Inc. 1,500,000(1)(2)

- (1) Includes 1,300,000 common shares that Humana Inc. may acquire upon the exercise of currently exercisable warrants.
- (2) The number of common shares outstanding was calculated as follows:

8,728,000	Common shares outstanding on October 31, 1994
1,300,000	Common share equivalents-
-----	exercisable warrants (1)
10,028,000	

ITEM 5 Ownership of Five Percent or Less of a Class: If this statement is being filed to report that as of the date hereof, the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.  
N/A

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SIGNATURE

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ITEM 6 Ownership of More than Five Percent on Behalf of Another Person.  
N/A

ITEM 7 Identification and Classification of the subsidiary which acquired the security being reported on by the Parent Holding Company:  
N/A

ITEM 8 Identification and Classification of  
Members of the Group.  
N/A

ITEM 9 Notice of Dissolution of Group  
N/A

ITEM 10 By signing below, I certify that, to the  
best of my knowledge and belief, the  
securities referred to above were acquired  
in the ordinary course of business and were  
not acquired for the purpose of and does  
not have the effect of changing or  
influencing the control of the issuer of  
such securities and were not acquired in  
connection with or as a participant in any  
transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of my  
knowledge and belief, I certify that the  
information set forth in this statement is true,  
complete and correct.

Date: February 14, 1995

HUMANA INC.

By:  
Arthur P. Hipwell  
Senior Vice President and  
General Counsel