

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

Perkins, Bruce D.  
 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)

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

Senior Vice President - National Contracting

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. Director (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
Common (1)				24,001	D	
Common (1)				12,909.7	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. Transaction 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 Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities	10. Date Exercised or Expired (Month/Day/Year)	11. Nature of Indirect or Beneficial Ownership (D) or Indirect (I)
Common (3)	6.8694				03/02/03/02/92/99	Common	249	249		D
Common (3)	11.0131				09/13/91/09/13/00	Common	1,000	1,000		D
Common (3)	11.0131				09/13/92/09/13/00	Common	1,000	1,000		D
Common (3)	11.0131				09/13/93/09/13/00	Common	1,000	1,000		D
Common (3)	8.9098				11/18/92/11/18/01	Common	1,000	1,000		D
Common (3)	8.9098				11/18/93/11/18/01	Common	1,000	1,000		D
Common (3)	8.9098				11/18/94/11/18/01	Common	1,000	1,000		D
Common (3)	6.5625				04/14/96/04/14/03	Common	15,000	15,000		D
Common (3)	6.5625				04/14/97/04/14/03	Common	15,000	15,000		D
Common (3)	6.5625				04/14/98/04/14/03	Common	15,000	15,000		D
Common (4)	15.625				07/11/97/07/11/06	Common	33,334	33,334		D
Common (4)	15.625				07/11/98/07/11/06	Common	33,333	33,333		D
Common (4)	15.625				07/11/99/07/11/06	Common	33,333	33,333		D

Phantom Stock Unit (5)   1-for-1					(5)	(5)	Common	1987.02		1987.02	D			
Common (3)	15.5938				9/17/99	11/12/05	Common	20,640		20,640	D			
Common-ISO (4)	15.5938				9/17/99	11/15/08	Common	4,316		4,316	D			
Common-ISO (4)	15.5938				1/15/00	11/15/08	Common	4,316		4,316	D			
Common-ISO (4)	15.5938				1/15/01	11/15/08	Common	4,316		4,316	D			
Common-NQ (4)	15.5938				9/17/99	11/15/08	Common	4,384		4,384	D			
Common-NQ (4)	15.5938				1/15/00	11/15/08	Common	4,384		4,384	D			
Common-NQ (4)	15.5938				1/15/01	11/15/08	Common	4,384		4,384	D			
Common (4)	19.25	1/15/99	IA	V	8,334	IA	1/15/00	11/15/09	Common	8,334		8,334	D	
Common (4)	19.25	1/15/99	IA	V	8,333	IA	1/15/01	11/15/09	Common	8,333		8,333	D	
Common (4)	19.25	1/15/99	IA	V	8,333	IA	1/15/02	11/15/09	Common	8,333		8,333	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'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) Shares held for my benefit as of December 31, 1998 under the Humana Retirement and Savings Plan ("HRSP"), exempt under Rule 16b-3(f).

(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.

(5) Phantom stock units held for my benefit as of December 31, 1998, under the Humana Excess Plans exempt under Rule 16b-3(d).