

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

March 31, 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

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)			5. Amount of Securities Beneficially Owned at End of Month	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership		
			Amount	A/D	Price			Indirect (I)		
Common (1)						154,029	D			
Common (1)						7,858	I	HRSP (3)		
Common (1)						1,277	I	Daughter (5)		
Common (1)						1,276	I	Daughter (5)		
Common (1)						1,276	I	Daughter (5)		

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)		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 Beneficially Owned at End of Month	10. Nature of Indirect Beneficial Ownership	
				Amount	A/D	Date	Expiration				Indirect (I)	
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	11/12/05	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					9/9/99	9/9/09	Common (1)	6,667	6,667	D	

Option (2)	19.5938					9/9/99	9/9/00	Common (1)	6,667		6,667	D
Option (2)	19.5938					9/9/99	9/9/00	Common (1)	6,666		6,666	D
Phantom Stock Units (4)	1-for-1					(4)	(4)	Common (1)	2,689.8		2,689.8	D
Option-ISO (2)	12.995	3/13/02	IA	6,667	IA	3/13/03	3/13/12	Common (1)	6,667		6,667	D
Option-ISO (2)	12.995	3/13/02	IA	6,667	IA	3/13/04	3/13/12	Common (1)	6,667		6,667	D
Option-ISO (2)	12.995	3/13/02	IA	6,666	IA	3/13/05	3/13/12	Common (1)	6,666		6,666	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 January 31, 2002 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 January 31, 2002 under the Humana Excess Plan, exempt under Rule 16b-3(d).

(5) Exempt transfer of shares to my children, all over the age of majority, but who receive investment advice from me.