

| OMB APPROVAL                                 |           |
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**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 Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person*<br><b>HIPWELL ARTHUR P</b><br><br>(Last) (First) (Middle)<br><br><b>HUMANA INC.</b><br><b>500 WEST MAIN STREET</b><br><br>(Street)<br><b>LOUISVILLE KY 40202</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>HUMANA INC [ HUM ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Sr VP &amp; General Counsel</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>12/22/2003</b>    |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                 |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |
| Humana Common <sup>(1)</sup>    | 12/22/2003                           |  | G                              |   | 851   | D          | \$0   | 98,539  | D  |   |
| Humana Common <sup>(1)</sup>    | 12/22/2003                           |  | G                              |   | 300   | A          | \$0   | 300   | I  | See Footnote <sup>(2)</sup>                           |
| Humana Common <sup>(1)</sup>    |                                      |  |                                |   |   |            |       | 17,350  | I  | See Footnote <sup>(3)</sup>                           |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |
| Options <sup>(4)</sup>                     | \$17.9375  |                                      |  |                                |   |  |     | (6)  | 01/13/2004      | Humana Common <sup>(1)</sup>  | 75,000                                     | 75,000   | D   |  |
| Options <sup>(4)</sup>                     | \$16.9375  |                                      |  |                                |   |  |     | (7)  | 07/20/2004      | Humana Common <sup>(1)</sup>  | 25,000                                     | 25,000   | D   |  |
| Options <sup>(5)</sup>                     | \$15.5938  |                                      |  |                                |   |  |     | (8)  | (8)             | Humana Common <sup>(1)</sup>  | 127,264                                    | 127,264  | D   |  |
| Options <sup>(5)</sup>                     | \$15.5938  |                                      |  |                                |   |  |     | (9)  | 01/15/2008      | Humana Common <sup>(1)</sup>  | 4,316                                      | 4,316  | D   |  |
| Options <sup>(5)</sup>                     | \$9.5938   |                                      |  |                                |   |  |     | (10)   | 09/09/2009      | Humana Common <sup>(1)</sup>  | 50,000                                     | 50,000   | D   |  |
| Options <sup>(5)</sup>                     | \$12.995   |                                      |  |                                |   |  |     | (11)   | 03/13/2012      | Humana Common <sup>(1)</sup>  | 45,000                                     | 45,000   | D   |  |
| Options <sup>(5)</sup>                     | \$9.26   |                                      |  |                                |   |  |     | (12)   | 03/13/2013      | Humana Common <sup>(1)</sup>  | 50,000                                     | 50,000   | D   |  |
| Phantom Stock Units                        | (13)   |                                      |  |                                |   |  |     | (13)   | (13)            | Humana Common <sup>(1)</sup>  | 7,601                                      | 7,601  | I   | See Footnote <sup>(13)</sup>                           |

Explanation of Responses:

1. Each share of Common Stock contains a Right adopted on March 5, 1987, pursuant to the Company Rights Agreement, as amended and restated on February 14, 1996, and amended as of May 27, 1998 and March 1, 1999, which entitles holders of the Company's Common Stock, in the event certain specified events occur, to acquire 1/100 of a share of Series A Participating Preferred Stock at a price of \$145 per fractional share.
2. Shares held on behalf of minor children.
3. Shares held for the benefit of reporting person as of November 30, 2003 under the Humana Retirement & Savings Plan including a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, both exempt under Rule 16b-3(c).
4. Right to buy pursuant to the Company's 1989 Stock Option Plan for Employees.
5. Right to buy pursuant to the Company's 1996 Stock Incentive Plan for Employees.
6. Non-Qualified stock options granted to reporting person on 1/13/94 and fully vested on 9/1/99.
7. Non-Qualified stock options granted to reporting person on 7/20/94 and fully vested on 9/1/99.
8. Non-Qualified stock options granted to reporting person on 9/17/98, fully vested on 9/1/99 with 68,800 options expiring on 1/12/05, 36,680 options expiring on 1/9/2007 and 21,784 options expiring on 1/15/2008.
9. Incentive stock options granted to reporting person on 9/17/98 and fully vested on 9/1/99.
10. Incentive and Non-Qualified stock options granted to reporting person on 9/9/99 and fully vested on 9/9/02.
11. Incentive and Non-Qualified stock options granted to reporting person on 3/13/02, vesting in three increments each from 3/13/03 to 3/13/05.
12. Incentive and Non-Qualified stock options granted to reporting person on 3/13/03, NQ options vesting in three increments from 3/13/04 to 3/13/06, and ISO's vesting on 3/13/06.
13. Phantom Stock Units held for the benefit of reporting person as of November 30, 2003, convertible into common stock on a 1-for-1 basis, under the Humana Excess Plan, exempt under Rule 16b-3(d).

**Remarks:**

Arthur P. Hipwell

12/22/2003

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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