

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

McCallister, Michael B.
500 West Main Street
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

February 28, 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-Health System Management

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. Price	6. Amount of Securities Beneficially Owned at End of Month	7. Nature of Indirect Beneficial Ownership (D) or (I)
Common (1)	2/26/99	F	1,151	17.6875		
Common (1)	2/26/99	M	5,000	6.8694	16,848	D
					29,788.2	I HRSP (3)

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 of Exercise (Date/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. Nature of Derivative Security (D) or (I)	11. Nature of Indirect Beneficial Ownership (D) or (I)
Common (2)	6.8694	2/26/99	M	5,000	03/02/99	Common (1) 0	0	0	D	
Common (2)	11.0131				09/13/91	Common (1) 2,000	2,000	2,000	D	
Common (2)	11.0131				09/13/92	Common (1) 2,000	2,000	2,000	D	
Common (2)	11.0131				09/13/93	Common (1) 2,000	2,000	2,000	D	
Common (2)	8.9098				11/18/92	Common (1) 1,000	1,000	1,000	D	
Common (2)	8.9098				11/18/93	Common (1) 1,000	1,000	1,000	D	
Common (2)	8.9098				11/18/94	Common (1) 1,000	1,000	1,000	D	
Common (2)	6.5625				04/14/95	Common (1) 31,250	31,250	31,250	D	
Common (2)	6.5625				04/14/96	Common (1) 31,250	31,250	31,250	D	
Common (2)	6.5625				04/14/97	Common (1) 31,250	31,250	31,250	D	
Common (2)	6.5625				04/14/98	Common (1) 31,250	31,250	31,250	D	
Common (5)	15.625				07/11/07	Common (1) 45,000	45,000	45,000	D	

Common (5)	15.625					07/11/1987	07/11/1998	Common (1)	45,000	45,000	D	
Common (5)	15.625					07/11/1999	07/11/1998	Common (1)	45,000	45,000	D	
Phantom Stock Units (4)	1-for-1					(4)	(4)	Common (1)	1,181.5	1,181.5	D	
Common (5)	15.5938					9/17/1999	1/12/2005	Common (1)	29,240	29,240	D	
Common (5)	15.5938					9/17/1999	1/9/2007	Common (1)	12,227	12,227	D	
Common (5)	15.5938					9/17/1999	1/9/2007	Common (1)	6,113	6,113	D	
Common (5)	15.5938					9/17/1999	7/10/2007	Common (1)	20,320	20,320	D	
Common (5)	15.5938					7/10/2000	7/10/2007	Common (1)	10,160	10,160	D	
Common-ISO (5)	15.5938					9/17/1999	1/15/2008	Common (1)	4,316	4,316	D	
Common-ISO (5)	15.5938					1/15/2000	1/15/2008	Common (1)	4,316	4,316	D	
Common-ISO (5)	15.5938					1/15/2001	1/15/2008	Common (1)	4,316	4,316	D	
Common-NQ (5)	15.5938					9/17/1999	1/15/2008	Common (1)	7,284	7,284	D	
Common-NQ (5)	15.5938					1/15/2000	1/15/2008	Common (1)	7,284	7,284	D	
Common-NQ (5)	15.5938					1/15/2001	1/15/2008	Common (1)	7,284	7,284	D	
Common (5)	19.25					1/15/2000	1/15/2009	Common (1)	10,000	10,000	D	
Common (5)	19.25					1/15/2001	1/15/2009	Common (1)	10,000	10,000	D	
Common (5)	19.25					1/15/2002	1/15/2009	Common (1)	10,000	10,000	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 1989 Stock Option Plan for Employees.

(3) Shares held for my benefit as of February 28, 1999 pursuant to the Humana Retirement and Savings Plan ("HRSP") exempt under Rule 16b-3(c).

(4) Phantom Stock Units held for my benefit as of February 28, 1999, under the Humana Excess Plan exempt under Rule 16b-3(d).

(5) Right to buy pursuant to the Company's 1996 Stock Incentive Plan for Employees.