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

Jones, David A.

500 W. Main St. Louisville, KY 40202

2. Issuer Name and Ticker or Trading Symbol Humana Inc.

HIIM

- 3. IRS or Social Security Number of Reporting Person (Voluntary)
- 4. Statement for Month/Year March 1997
- 5. If Amendment, Date of Original (Month/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) (X) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other (specify below)
  - Chairman of the Board and Chief Executive Officer
- 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

•	 	nsact   	ion	c   	ecurities Acq r Disposed of Amount		./	Price	5.Amount   Securit   Benefit   Owned	ities icially at		:   :	of Indirect ial Ownership
Common (1)	3/12					I D			I I		 	 	
Common (1)	3/13	/9 G	V			I D			5,547,4		D 		
Common (1)		1	1			1	1		773,367		ΙI	Wife	
Common (1)			1			ı	1		11,168,0	98	ΙI	Trust(2)	
Common (1)	ı	ı	- 1	1		I	I		270,440		ΙI	HRSP (3)	
Common (1)	ı	ı	- 1	1		I	I		1,641,8		ΙI	FLP(4)	
Common (1)						ı	1		101,653		ΙI	Trust(5)	
Common (1)				 		ı	1					FLP(6)	
Common (1)	I	1	1			ı	1		10		ΙI	Trust(7)	
Common (1)		ı		 I		ı	1		10		I	Trust(8)	
Table II Derivativ													
Table II Derivativ	2.Con-    version    or Exer    cise    Price of   Deriva-    tive    Secu-	3. Trans	4. acti     	   on           	5.Number of D rivative Sec rities Acqui red(A) or Di posed of(D)	De  6. Cu  ci LEX S  Da  Da  Da A/ EX	Date E sable pirati te (Mor y/Year te  Ex er- at	Exer ' and  ion   nth/  r)   kpir  tion	7.Title and of Underly	ying s d Number	of Deri  vative  Secu  rity   	of Deriva tive Securities Benefi ficially Owned at End of	or    Ind   ire   ct
Table II Derivativ 1.Title of Derivative Security	2.Con-    version    or Exer    cise    Price of   Deriva-    tive    Secu-    rity	3. Trans	4. acti     	on   	5.Number of E rivative Sec rities Acqui red(A) or Di posed of(D)	De  6. Cu  ci Ex. S  Da  Da  Da  Da  Da  Da	Date E sable pirati te (Mor y/Year te  Ex er- at sa- Da	Exer  and and another and another anot	7.Title and of Underly Securities Title and of Shares	ying s d Number s	of Deri  vative  Secu  rity   	of Deriva tive Securities Benefi ficially Owned at End of Month	Dir Indirect  ect Beneficial  (D) Ownership  or   Ind   ire   ct
Table II Derivativ 1.Title of Derivative Security	2.Con-    version    or Exer    cise    Price of   Deriva-    tive    Secu-	3. Trans	4. acti     	   on           	5.Number of E rivative Sec rities Acqui red(A) or Di posed of(D)	De  6.  Du  ci  Ex  Da  Da  Da  A/ Ex  D  ci   bl	Date E sable pirati te (Mor y/Year te  Ex er- at sa- Da	Exer  and	7.Title and of Underly Securitie:	ying s d Number	of Deri  vative  Secu  rity   	of Deriva tive Securities Benefi ficially Owned at End of	Dir Indirect  ect Beneficial  (D) Ownership  or   Ind   ire   ct
Table II Derivative 1.Title of Derivative Security  Option(10)	2.Con-    version    or Exer    cise    Price of   Deriva-    tive    Secu-    rity	3. Trans	4. acti     	on   	5. Number of D rivative Sec rities Acqui red(A) or Di posed of(D)	De  6.00  cu  ci  cu  ci  cu  ci  cu  ci  cu  ci  cu  cu  cu  cu  cu  cu  cu  cu  cu  cu	Date F sable piratite (Mor y/Year te  E> cer- at sa- Date	Exer  and   ion   nth/  nth/  r)   kpir  tion  ate	7.Title and of Underly Securities Title and of Shares	ying s d Number s	of Deri   vative   Secu   rity     	of Deriva tive Securities Benefi ficially Owned at End of Month	Dir Indirect  ect Beneficial  (D) Ownership  or    Ind   ire   ct    (I)
Table II Derivative 1.Title of Derivative Security  Option(10)	2.Con-    version      version	3. Trans	4. acti     	on	5. Number of D rivative Sec rities Acqui red(A) or Di posed of(D)	De  6. Du  ci  Exx.s  Da  Da A/ Exx D  ci  bl  /9	Date F sable piratite (Mor yy/Year te  Ex sa- Date	Exer   'and   and   and	7.Title and of Underly Securitie: Title and of Share:	ying s d Number s	of Deri	of Deriva tive Securities Benefi ficially Owned at End of Month	Dir Indirect   ect Beneficial   (D) Ownership   or    Ind     ire     ct
Table II Derivative 1.Title of Derivative Security  Option(10)	2.Con-    version    version    cise    Frice of    Deriva-    tive    Secu-    rity      19.3125	3. Trans	4. acti     	on	5. Number of D rivative Sec rities Acqui red(A) or Di posed of (D)	De  6. Du  Ci  Ex  S  Da  Da  Da  A/ Ex  D  Ci  bl	Date F sable pirati te (Mor y/Year te  E> cer- at sa- Da e	Exer   and   ion   nth/	7.Title and of Underly Securities  Title and of Shares  Common(1)	ying s d Number s	of Deri	of Deriva tive Securities Benefi ficially Owned at End of Month	Dir Indirect   ect Beneficial   (D) Ownership   or    Ind     ire     ct      (I)
Table II Derivative 1.Title of Derivative Security  Option(10)  Option(10)  Option(10)  Option(10)  Phantom Stock Units (1	2.Con-    version    version    version    cise            version          version	3. Trans	4. acti     		5. Number of D rivative Sec rities Acquired(A) or Di posed of (D)  Amount	Date	Date F sable piratiful for the property of the	Exer[' and  and  and  and  and  and  and  and	7.Title and of Underly Securities  Title and of Shares  Common(1)  Common(1)  Common(1)	ying s d Number s	of Deri	of Deriva tive Securities Benefi ficially Owned at End of Month 300,000 56,667	Dir Indirect   ect Beneficial   (D) Ownership   or    Ind     Ind

(1) Each share of Common Stock contains a Right adopted on March 5,1987, as amended and restated on

February 14, 1996, pursuant to the Company Rights Agreement, 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 in 1991 Trust of which I am settlor and trustee with investment and voting power. The Trust is

for my benefit and the benefit of family members. Amount in previous filing had last 2 digits transposed, i.e.

1,424,418 should have been

1,424,481.

(3) Shares held for my benefit as of January 31, 1997, under the Humana Retirement and Savings Plan ("HRSP")

exempt under Rule

16b-3.

(4) Shares held by Family Limited Partnership ("FLP") of which my wife and I are General Partners and Trusts

established by each of us are Limited Partners, together with a Family Charitable Foundation. I disclaim beneficial

ownership of Company stock held by the FLP except to the extent of  ${\tt my}$  pecuniary interest.

(5) Shares held in 1996 Trust of which I  $\,$  am settlor and trustee with investment and voting power. The trust is for my benefit and the benefit of family members.

(6) Shares held by 96 Family Limited Partnership ("FLP-96") of which my wife and I are General Partners, and

together with a Family Charitable Foundation are Limited Partners. I disclaim beneficial ownership of Company

stock held by the FLP-96 except to the extent of my pecuniary interest (These shares were inadvertently omitted

from my November 1996 Form

4.)

(7) Shares held in 1995 Trust of which Betty A. Jones is settlor and Trustee with investment and voting power.

The trust is for her benefit and the benefit of family members.  $% \left( 1\right) =\left( 1\right) \left( 1\right) +\left( 1\right) \left( 1\right) \left( 1\right) +\left( 1\right) \left( 1\right) \left( 1\right) \left( 1\right) +\left( 1\right) \left( 1\right)$ 

- (8) Shares held in 1995 Trust of which I am settlor and Trustee with investment and voting power. The trust is for my benefit and the benefit of family members.
- (9) Exempt transfers to and from various family trusts and partnerships as listed herein.
- (10) Right to buy pursuant to Company's 1996 Stock Incentive Plan for Employees
- (11) Phantom stock units held for my benefit as of December 31, 1996, under the Humana Excess Plans exempt under Rule

16b-3(d).