

FORM 8-A/A
AMENDMENT NO. 4
To Registration Statement on Form 8-A
Dated March 9, 1987,
As amended on December 7, 1992 and March 2, 1993,
And Amended and Restated February 14, 1996

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) or (g) OF THE
SECURITIES EXCHANGE ACT of 1934

HUMANA INC.

(Exact name of registrant as specified in charter)

Delaware 61-0647538
(State of incorporation or organization) (I.R.S. Employer
Identification No.)

500 West Main Street 40202
Louisville, Kentucky
(Address of principal executive offices) (Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each Class To be so registered	Name of each exchange of which each class is to be registered
Rights to Purchase Series A Participating Preferred Stock	New York Stock Exchange

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. /x/

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. / /

Securities Act registration statement file number to which this form relates: _____ (if Applicable)

Securities to be registered pursuant to Section 12(g) of the Act: None

The undersigned Registrant, Humana Inc., (the "Company" or "Registrant") hereby amends the following items and exhibits or other portions of its Registration Statement on Form 8-A as follows:

Item 1. Description of Registrant's Securities to be Registered.

Item 1 is hereby amended as follows:

On May 27, 1998, the Company amended the Amended and Restated Rights Agreement dated as of February 14, 1996 between the Company and MidAmerica Bank of Louisville & Trust Company, as Rights Agent ("Rights Agreement"), as follows:

1. The definition of "Acquiring Person" set forth in Section 1(a) of the Rights Agreement is hereby amended by adding at the end of such definition the following:

"; provided, however, that neither of United HealthCare Corporation, a Minnesota corporation ("Parent") nor UH-1, Inc., a Delaware corporation and wholly-owned subsidiary of United HealthCare Corporation ("Merger Sub"), shall be deemed to be an Acquiring Person to the extent that either of Parent or Merger Sub becomes the beneficial owner of Common Shares solely by reason of (i) the execution of the Agreement and Plan of Merger, dated as of May 27, 1998, by and among the Company, Parent and Merger Sub (the

Option Agreement, dated as of May 27, 1998, by and between the Company and Parent (the "Stock Option Agreement") or the Voting Agreement, dated as of May 27, 1998, by and between David A. Jones and Parent (the "Voting Agreement"), or (ii) the consummation of the transactions contemplated by each of the Merger Agreement, the Stock Option Agreement and the Voting Agreement in accordance with the respective terms thereof."

2. The definition of "Shares Acquisition Date" set forth in Section 1(o) of the Rights Agreement is hereby amended by adding at the end of such definition the following:

"; provided, however, that the Shares Acquisition Date shall not be deemed to have occurred as a result of the public announcement of the execution of the Merger Agreement, the Stock Option Agreement or the Voting Agreement or as a result of the consummation of the transactions contemplated thereby."

3. The Rights Agreement is hereby amended by adding thereto the following new Section 3(d):

"(d) Notwithstanding any provision of this Agreement to the contrary, neither of Parent nor Merger Sub shall be or be deemed to become an Acquiring Person, and no Distribution Date, Shares Acquisition Date or any other event which would result in the Rights becoming exercisable shall occur or be deemed to occur, in either case solely by reason of the execution of the Merger Agreement, the Stock Option Agreement or the Voting Agreement, as each may be amended from time to time, or the announcement, commencement or consummation of the transactions contemplated thereby."

For a complete description of the Rights Agreement, please see the Rights Agreement which is incorporated by reference herein.

Item 2. Exhibits.

Item 2 is hereby amended by adding a new Exhibit 4.2:

Exhibit 4.2 Amendment No. 1 dated May 27, 1998, to The Amended and Restated Rights Agreement dated as of February 14, 1996

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this amendment to its registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: June 15, 1998

HUMANA INC.

By:/s/ Arthur P. Hipwell
Arthur P. Hipwell
Senior Vice President
and General Counsel

EXHIBIT INDEX:

- 3.1 Restated Certificate of Incorporation filed with the Secretary of State of Delaware on November 9, 1989 as restated to incorporate the amendment of January 9, 1992 and the correction of March 23, 1992. Exhibit 4(i) to the Registrant's Post-Effective Amendment No. 1, filed February 2, 1994, to the Registrant's Registration Statement (Reg. No. 33-49305) is incorporated by reference herein.

- 3.2 By-Laws, as amended, Exhibit 3(b) to the Registrant's Annual Report on Form 10-K (File No. 1-5975) filed March 31, 1998 is incorporated by reference herein.

- 4.1 Form of Amended and Restated Rights Agreement, dated February 14, 1996, between Humana Inc. and Mid-America Bank of Louisville and Trust Company. Exhibit 1.3 to the Registration Statement (File No. 1-5975) on Form 8-A/A dated February 14, 1996 is incorporated by reference herein.

- 4.2 Amendment No. 1 dated May 27, 1998, to Amended and Restated Rights Agreement, dated February 14, 1996 between Humana Inc. and Mid-America Bank of Louisville and Trust Company, filed herewith.

AMENDMENT NO. 1

TO

AMENDED AND RESTATED RIGHTS AGREEMENT

AMENDMENT NO. 1, dated as of May 27, 1998 (the "Amendment"), to the Amended and Restated Rights Agreement, dated as of February 14, 1996 (the "Rights Agreement"), by and between Humana Inc., a Delaware corporation (the "Company"), and Bank of Louisville (formerly known as Mid-America Bank of Louisville & Trust Company), a banking and trust corporation organized under the laws of the Commonwealth of Kentucky (the "Rights Agent").

WHEREAS, the parties hereto desire to amend the Rights Agreement as set forth below.

NOW, THEREFORE, the parties hereto agree as follows:

1. The definition of "Acquiring Person" set forth in Section 1(a) of the Rights Agreement is hereby amended by adding at the end of such definition the following:

"; provided, however, that neither of United HealthCare Corporation, a Minnesota corporation ("Parent") nor UH-1, Inc., a Delaware corporation and a wholly-owned subsidiary of Parent ("Merger Sub"), shall be deemed to be an Acquiring Person to the extent that either of Parent or Merger Sub becomes the beneficial owner of Common Shares solely by reason of (i) the execution of the Agreement and Plan of Merger, dated as of May 27, 1998, by and among the Company, Parent, and Merger Sub (the "Merger Agreement"), the Stock Option Agreement dated as of May 27, 1998, by and between the Company and Parent (the "Stock Option Agreement") and the Voting Agreement, dated as of May 27, 1998, by and between David A. Jones and Parent (the "Voting Agreement"), or (ii) the consummation of the transactions contemplated by each of the Merger Agreement, the Stock Option Agreement and the Voting Agreement in accordance with the respective terms thereof."

2. The definition of "Shares Acquisition Date" set forth in Section 1(o) of the Rights Agreement is hereby amended by adding at the end of such definition the following:

"; provided, however, that the Shares Acquisition Date shall not be deemed to have occurred as a result of the public announcement of the execution of the Merger Agreement, the Stock Option Agreement or the Voting Agreement or as a result of the consummation of the transactions contemplated thereby."

3. The Rights Agreement is hereby amended by adding thereto the following new Section 3(d):

"(d), Notwithstanding any provision of this Agreement to the contrary, neither of Parent nor Merger Sub shall be or be deemed to become an Acquiring Person, and no Distribution Date, Shares Acquisition Date or any other event which would result in the Rights becoming exercisable shall occur or be deemed to occur, in either case solely by reason of the execution of the Merger Agreement, the Stock Option Agreement or the Voting Agreement as each may be amended from time to time, or the announcement, commencement or consummation of the transactions contemplated thereby."

4. Each party hereto represents and warrants that (i) the execution, delivery and performance of this Amendment by such party have been duly authorized by all necessary corporate action and (ii) this Amendment constitutes a valid and binding agreement of such party.

5. This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an

original, and all such counterparts shall together constitute but one and the same instrument.

6. This Amendment shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts made and to be performed entirely within such State.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and attested, all as of the date and year first above written.

Humana Inc.

By: /s/ Arthur P. Hipwell
Name: Arthur P. Hipwell
Title: Senior Vice President &
General Counsel

BANK OF LOUISVILLE

By: /s/ John T. Rippy
Name: John T. Rippy
Title: Senior Vice President &
General Counsel