FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL								
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Name and Address of Reporting Person* JONES DAVID A SR/KY						2. Issuer Name and Ticker or Trading Symbol HUMANA INC [HUM]								Relationship of Reporting Person(s) to Issuer (Check all applicable)									
———	3 DAVID	- A SIVICI								_	th/Day/Yea	-	X			10% Ov							
(Last)	(Fi	rst) (Middle)		3. Date of Earliest Transaction (Month/Day/Year) 01/02/2004									below)	(give title	itle Other (spec below)						
	HUMANA INC.							4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable						
500 WE	0 WEST MAIN STREET Line)											ne Ren	ortina Pe	rson									
(Street)									Form filed by More than One Reporting														
LOUISV	ILLE K	Y 4	40202										Person										
(City)	(St	ate) (Zip)																				
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																						
Date			2. Transacti Date (Month/Day/	Year) E	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Dispose Code (Instr. and 5)			rities Acquired (A) or ad Of (D) (Instr. 3, 4			5. Amount of Securities Beneficially Owned Following		y Form: (D) or Indired		. Nature of ndirect Beneficial Ownership						
									Code	v	Amount	(A) or (D)			Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		(Instr. 4)				
Humana	Humana Common ⁽¹⁾			01/02/2004				A ⁽¹⁰⁾		2,500) A	\$23.	.05	659,4	128 D)						
Humana	Common ⁽¹⁾			01/02/20)04				G		3,000) D	\$0)	656,428		28 D						
Humana Common ⁽¹⁾													757,974		I		See Footnote ⁽²⁾						
Humana Common ⁽¹⁾													2,51	9	I		See Footnote ⁽⁷⁾						
Humana Common ⁽¹⁾													610,1	610,140		I	See Footnote ⁽³⁾						
Humana Common ⁽¹⁾												30,000		I		See Footnote ⁽⁴⁾							
Humana Common ⁽¹⁾													375,406		I		See Footnote ⁽⁵⁾						
Humana Common ⁽¹⁾												4,760,659		i9 I		See Footnote ⁽⁶⁾							
			Tal	ble II - Deri										, Ow	ned		<u> </u>						
1. Title of	2.	3. Transaction	24 D	(e.g.	., puts,	call		rant			sable and	ole securit		4	8. Price	0. N		10.	11. Nature				
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date	Execution if any	ition Date,	Code (Ir	Transaction Code (Instr. 8)				n Da ay/Y	ite	7. The and Andorson of Securities Underlying Derivative Secu (Instr. 3 and 4)		ty	of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)		Ownersl Form: Direct ([of Indirect Beneficial Ownership (Instr. 4)				
													Amo	unt									
					Code	v	(A)	(D)	Date Exercisab		Expiration Date	Title	Numl of Share										
Options ⁽¹¹⁾	\$18.7813					T	<u> </u>		01/04/200	\dashv	01/04/2009	Humana Common ⁽¹⁾	5,00	一		5,0	00	D					
Options ⁽⁸⁾	\$21.25								01/02/199	9	01/02/2008	Humana Common ⁽¹⁾	5,00	00		5,0	,000 D						
Options ⁽⁹⁾	\$10.19								01/02/200)4	01/02/2013	Humana Common ⁽¹⁾	5,00	00		5,0	5,000 I						
Options ⁽¹¹⁾	\$23.05	01/02/2004			A		2,500		01/02/200)5	01/02/2014	Humana Common ⁽¹⁾	2,50	00	\$23.05	2,500		D					

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 by DBJ Investments, Ltd., a limited partnership of which reporting person is a limited partner and DBJ, LLC is the General Partner. Reporting person and spouse are the members of DBJ, LLC. Reporting person disclaims beneficial ownership of Company stock held by the partnership except to the extent of his pecuniary interest.
- 3. Shares held by Family Limited Partnership ("FLP") of which reporting person and his spouse are General Partners, and Trusts, established by reporting person and spouse, are Limited Partners together with
- a Family Charitable Foundation.

4. Shares held by reporting person's spouse.

- 5. Shares held by Jones Investments, Ltd., a partnership of which DBJ, LLC is the General Partner. Reporting person and spouse are the members of DBJ, LLC.
- 6. Shares held by David A. Jones Revocable Trust (DAJ-RT) of which reporting person is Settlor and Trustee. Reporting person disclaims beneficial ownership of Company stock held by the DAJ-RT except to the extent of his pecuniary interest.
- 7. Shares held by Betty A. Jones Revocable Trust (BJ-RT) of which she is Settlor and Trustee. Reporting person disclaims beneficial ownership of Company stock held by the BJ-RT except to the extent of his pecuniary interest.
- 8. Right to buy pursuant to Humana Inc.'s 1989 Stock Option Plan for Non-Employee Directors.
- 9. Right to buy pursuant to Humana Inc.'s 1996 Incentive Stock Option Plan.
- 10. Award of stock pursuant to Humana Inc.'s 2003 Stock Incentive Plan in lieu of director fees exempt under 16(b)-3(d)(1).
- 11. Right to buy pursuant to Humana Inc.'s 2003 Stock Incentive Plan.

Remarks:

David A. Jones 01/02/2004

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.