

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

Goodman, Bruce J.
 500 West Main Street
 Louisville, KY 40202

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

September 30, 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 and Chief Information 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

1. Title of Security	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month A/ D Price	6. Director (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
Common(1)				15,400	D	
Common(1)				371.96	I	HRSP(2)

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 Exercisable and Expiration Date A/ D Date	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Price of Derivative Security	9. Number of Derivative Securities Owned at End of Month	10. Director (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
Option-NQ(3)	11.625				4/12/01-4/12/09	Common (1)	3,898	3,898	D	
Option-NQ(3)	11.625				4/12/02-4/12/09	Common (1)	3,898	3,898	D	
Option-NQ(3)	11.625				4/12/03-4/12/09	Common (1)	3,898	3,898	D	
Option-NQ(3)	11.625				4/12/04-4/12/09	Common (1)	3,898	3,898	D	
Option-ISO(3)	11.625				4/12/01-4/12/09	Common (1)	8,602	8,602	D	
Option-ISO(3)	11.625				4/12/02-4/12/09	Common (1)	8,602	8,602	D	
Option-ISO(3)	11.625				4/12/03-4/12/09	Common (1)	8,602	8,602	D	
Option-ISO(3)	11.625				4/12/04-4/12/09	Common (1)	8,602	8,602	D	
Option-ISO(3)	9.5938	9/9/99	A	8,333	9/9/00-9/9/00	Common (1)	8,333	8,333	D	
Option-NQ(3)	9.5938	9/9/99	A	8,334	9/9/00-9/9/00	Common (1)	8,334	8,334	D	
Option-NQ(3)	9.5938	9/9/99	A	8,333	9/9/00-9/9/00	Common (1)	8,333	8,333	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 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 for my benefit as of July 31, 1999 under the Humana Retirement
& Savings Plan ("HRSP") exempt
under Rule
16b-3(c).
(3) Right to buy pursuant to the Company's 1996 Stock Incentive Plan for
Employees.