

OMB APPROVAL	
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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 Instruction 1(b).

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

1. Name and Address of Reporting Person* HIPWELL ARTHUR P (Last) (First) (Middle) HUMANA INC. 500 WEST MAIN STREET (Street) LOUISVILLE KY 40202 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol HUMANA INC [HUM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Sr VP & General Counsel
	3. Date of Earliest Transaction (Month/Day/Year) 12/27/2004	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Humana Common ⁽¹⁾	12/27/2004		G		2,000	D	\$0	94,539	D	
Humana Common ⁽¹⁾	12/28/2004		G		1,575	D	\$0	92,964	D	
Humana Common ⁽¹⁾	12/28/2004		M		104,198	A	\$0 ⁽³⁾	197,162	D	
Humana Common ⁽¹⁾	12/28/2004		F		19,568	D	\$29.48	177,594	D	
Humana Common ⁽¹⁾	12/28/2004		F		47,926	D	\$29.355	129,668	D	
Humana Common ⁽¹⁾	12/27/2004		G		1,050	A	\$0	1,350	I	See Footnote ⁽²⁾
Humana Common ⁽¹⁾								18,696	I	See Footnote ⁽⁴⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					
Options ⁽⁵⁾	\$15.5938	12/28/2004		M	68,800	(6)	(6)	Humana Common ⁽¹⁾	68,800	\$15.5938	58,464	D
Options ⁽⁵⁾	\$15.5938					(7)	01/15/2008	Humana Common ⁽¹⁾	4,316		4,316	D
Options ⁽⁵⁾	\$9.5938	12/28/2004		M	18,731	(8)	09/09/2009	Humana Common ⁽¹⁾	18,731	\$9.5938	31,269	D
Options ⁽⁵⁾	\$12.995					(9)	03/13/2012	Humana Common ⁽¹⁾	45,000		45,000	D
Options ⁽⁵⁾	\$9.26	12/28/2004		M	16,667	(10)	03/13/2013	Humana Common ⁽¹⁾	16,667	\$9.26	33,333	D
Options ⁽¹¹⁾	\$21.275					(12)	02/24/2014	Humana Common ⁽¹⁾	60,000		60,000	D

