

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

Murray, James E.  
500 W. Main St.  
Louisville, KY 40202  
USA

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

November 30, 2001

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)

Chief Operating Officer-Health Plan Division

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

1. Title of Security	2. Transaction Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Price	6. Amount of Securities Beneficially Owned at End of Month	7. Nature of Indirect Beneficial Ownership
Common (1)	11/12/01	M	5,000	\$8.9098		
Common (1)	11/12/01	F	505	\$12.24		
Common (1)	11/12/01	F	3,639	\$12.24	178,231	
Common (1)					12,843	IHRSP (3)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date	7. Title and Number of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Nature of Indirect Beneficial Ownership
Option (2)	11.0131				09/13/91 - 09/13/00	Common (1)	2,500	2,500	D
Option (2)	11.0131				09/13/92 - 09/13/00	Common (1)	2,500	2,500	D
Option (2)	11.0131				09/13/93 - 09/13/00	Common (1)	2,500	2,500	D
Option (2)	8.9098	11/12/01	M	1,667	11/18/92 - 11/18/01	Common (1)	0	0	D
Option (2)	8.9098	11/12/01	M	1,667	11/18/93 - 11/18/01	Common (1)	0	0	D
Option (2)	8.9098	11/12/01	M	1,666	11/18/94 - 11/18/01	Common (1)	0	0	D
Option (2)	6.5625				04/14/95 - 04/14/03	Common (1)	31,250	31,250	D
Option (2)	6.5625				04/14/96 - 04/14/03	Common (1)	31,250	31,250	D
Option (2)	6.5625				04/14/97 - 04/14/03	Common (1)	31,250	31,250	D
Option (2)	6.5625				04/14/98 - 04/14/03	Common (1)	31,250	31,250	D
Option (2)	15.5938				9/17/99 - 11/12/05	Common (1)	34,400	34,400	D

Option (4)	15.5938					9/17/1999	11/9/2017	Common (1)	39,936		39,936	D
Option (4)	15.5938					1/9/2010	11/9/2017	Common (1)	19,669		19,669	D
Option-ISO(4)	15.5938					9/17/1999	11/15/2008	Common (1)	4,316		4,316	D
Option-ISO(4)	15.5938					1/15/2000	11/15/2008	Common (1)	4,316		4,316	D
Option-ISO(4)	15.5938					1/15/2001	11/15/2008	Common (1)	4,316		4,316	D
Option-NQ(4)	15.5938					9/17/1999	11/15/2008	Common (1)	7,284		7,284	D
Option-NQ(4)	15.5938					1/15/2000	11/15/2008	Common (1)	7,284		7,284	D
Option-NQ(4)	15.5938					1/15/2001	11/15/2008	Common (1)	7,284		7,284	D
Option(4)	19.25					1/15/2000	11/15/2009	Common (1)	10,000		10,000	D
Option(4)	19.25					1/15/2001	11/15/2009	Common (1)	10,000		10,000	D
Option(4)	19.25					1/15/2002	11/15/2009	Common (1)	4,806		4,806	D
Option-ISO(4)	19.25					1/15/2002	11/15/2009	Common (1)	5,194		5,194	D
Option(4)	7.4688					11/18/2000	11/18/2009	Common (1)	33,334		33,334	D
Option(4)	7.4688					11/18/2001	11/18/2009	Common (1)	33,333		33,333	D
Option(4)	7.4688					11/18/2002	11/18/2009	Common (1)	33,333		33,333	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's Rights Agreement which entitles holders of the Company's Common Stock in the event certain specified events occur to acquire 1/100th of a share of Series A Participating Preferred Stock at a price of \$145 per fractional share.

(2) Right to buy pursuant to the Company's 1989 Stock Option Plan for Employees.

(3) Shares held for my benefit as of September 28, 2001 under the Humana Retirement and Savings Plan ("HRSP") and a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, exempt under Rule 16b-3(c).

(4) Right to buy pursuant to the Company's 1996 Stock Incentive Plan.