

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

Liston, Thomas J.
 Humana Inc.
 500 W. 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

March 31, 2002

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 - Strategy & Corporate Development

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	6. Director or Indirect (I)	7. Nature of Indirect Beneficial Ownership
Common (1)				153,855	D	
Common (1)				880	D	Custodian for Child
				880	D	Custodian for Child
				720	D	Custodian for Child
				8,650	I	HRSP (3)

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 (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative	9. Number of Derivative Securities	10. Director or Indirect (I)	11. Nature of Indirect Beneficial Ownership
Option (2)	15.5938				9/17/1999 1/15/2008	Common (1)	5,800	5,800	D	
Option (2)	15.5938				1/15/2000 1/15/2008	Common (1)	5,800	5,800	D	
Option (2)	15.5938				1/15/2001 1/15/2008	Common (1)	5,800	5,800	D	
Option (2)	15.5938				9/17/1999 1/9/2017	Common (1)	24,576	24,576	D	
Option (2)	15.5938				1/9/2010 1/9/2017	Common (1)	12,104	12,104	D	
Option (2)	15.5938				9/17/1999 8/12/2006	Common (1)	26,370	26,370	D	
Option (2)	15.5938				9/17/1999 9/17/2008	Common (1)	6,090	6,090	D	
Option (2)	15.5938				9/17/1999 1/12/2005	Common (1)	13,760	13,760	D	
Option (2)	19.25				1/15/2000 1/15/2009	Common (1)	6,667	6,667	D	
Option (2)	19.25				1/15/2001 1/15/2009	Common (1)	6,667	6,667	D	
Option (2)	19.25				1/15/2002 1/15/2009	Common (1)	6,666	6,666	D	

Option (2)	9.5938					9/9/0 9/9/0	Common (1)	3,334		3,334	D	
						0 19						
Option (2)	9.5938					9/9/0 9/9/0	Common (1)	3,333		3,333	D	
						1 19						
Option (2)	9.5938					9/9/0 9/9/0	Common (1)	3,333		3,333	D	
						2 19						
Option-ISO (2)	7.0938					7/13/ 7/13/	Common (1)	14,096		14,096	D	
						01 10						
Option-ISO (2)	7.0938					7/13/ 7/13/	Common (1)	14,096		14,096	D	
						02 10						
Option-ISO (2)	7.0938					7/13/ 7/13/	Common (1)	14,096		14,096	D	
						03 10						
Option-NQ (2)	7.0938					7/13/ 7/13/	Common (1)	2,571		2,571	D	
						01 10						
Option-NQ (2)	7.0938					7/13/ 7/13/	Common (1)	2,571		2,571	D	
						02 10						
Option-NQ (2)	7.0938					7/13/ 7/13/	Common (1)	2,570		2,570	D	
						03 10						
Option-NQ (2)	12.995	3/13/ A	V 3,334	A	3/13/ 3/13/	Common (1)	3,334		3,334	D		
		02				03 12						
Option-ISO (2)	12.995	3/13/ A	V 3,333	A	3/13/ 3/13/	Common (1)	3,333		3,333	D		
		02				04 12						
Option-ISO (2)	12.995	3/13/ A	V 3,333	A	3/13/ 3/13/	Common (1)	3,333		3,333	D		
		02				05 12						

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) Right to buy pursuant to Company's 1996 Stock Incentive Plan for Employees.

(3) Shares held for my benefit as of January 31, 2002 under the Humana Retirement & 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). HRSP amount reported on February 28, 2002 Form 4 were incorrectly quoted as 12,472 shares. The correct amount should have been 8,626 shares. Also, 2,549.7 Phantom Stock Units were reported inadvertently on the same Form 4. Mr. Liston holds no Phantom Stock Units.