

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

December 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)

Chief Operating Officer-Market & Business Segment Operations

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)				172,865	D	
Common (1)				14,643	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 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	10. Nature of Derivative Security Beneficially Owned at End of Month	11. Director (D) or Indirect (I) Ownership
Option (2)	11.0131				09/13/09/13/91/00	Common (1)	2,500	2,500	D	
Option (2)	11.0131				09/13/09/13/92/00	Common (1)	2,500	2,500	D	
Option (2)	11.0131				09/13/09/13/93/00	Common (1)	2,500	2,500	D	
Option (2)	16.5625				04/14/04/14/95/03	Common (1)	31,250	31,250	D	
Option (2)	16.5625				04/14/04/14/96/03	Common (1)	31,250	31,250	D	
Option (2)	16.5625				04/14/04/14/97/03	Common (1)	31,250	31,250	D	
Option (2)	16.5625				04/14/04/14/98/03	Common (1)	31,250	31,250	D	
Option (2)	15.5938				9/17/11/12/99/05	Common (1)	34,400	34,400	D	
Option (4)	15.5938				9/17/11/9/00/99/07	Common (1)	39,936	39,936	D	
Option (4)	15.5938				11/9/00/11/9/00/10/07	Common (1)	19,669	19,669	D	
Option-ISO (4)	15.5938				9/17/11/15/99/08	Common (1)	4,316	4,316	D	
Option-ISO (4)	15.5938				1/15/11/15/00/08	Common (1)	4,316	4,316	D	
Option-ISO (4)	15.5938				1/15/11/15/01/08	Common (1)	4,316	4,316	D	

Option-NQ(4)	15.5938						9/17/1999	11/15/108	Common (1)	7,284		7,284	D	
Option-NQ(4)	15.5938						1/15/00	11/15/108	Common (1)	7,284		7,284	D	
Option-NQ(4)	15.5938						1/15/01	11/15/108	Common (1)	7,284		7,284	D	
Option(4)	19.25						1/15/00	11/15/109	Common (1)	10,000		10,000	D	
Option(4)	19.25						1/15/01	11/15/109	Common (1)	10,000		10,000	D	
Option(4)	19.25						1/15/02	11/15/109	Common (1)	4,806		4,806	D	
Option-ISO(4)	19.25						1/02	11/15/109	Common (1)	5,194		5,194	D	
Option(4)	7.4688						11/00	11/18/109	Common (1)	33,334		33,334	D	
Option(4)	7.4688						11/01	11/18/109	Common (1)	33,333		33,333	D	
Option(4)	7.4688						11/02	11/18/109	Common (1)	33,333		33,333	D	
Option-ISO(4)	12.995						3/03	3/13/112	Common (1)	6,667		6,667	D	
Option-ISO(4)	12.995						3/04	3/13/112	Common (1)	6,667		6,667	D	
Option-ISO(4)	12.995						3/05	3/13/112	Common (1)	6,666		6,666	D	
Phantom Stock Units (5)	1-for-1	12/31/02	A(5)	6,004	A		5	5	Common (1)	6,004		6,004	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 January 31, 2002 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.
- (5) Phantom Stock Units held for my benefit as of December 31, 2002 under the Humana Excess Plan exempt under Rule 16b-3(d). The number of shares being reported represent annual "acquisition" under the plan as of December 31, 2002.