

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

Current Report
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report: February 3, 2000
(Date of Earliest Event Reported)

HUMANA INC.
(Exact name of Registrant as specified in its Charter)

Delaware
(State of
Incorporation)

1-5975
(Commission
File Number)

61-0647538
(I.R.S. Employer
Tax Identification
No.)

500 West Main Street
Louisville, KY 40202
(Address of principal executive offices)

(502) 580-1000
(Registrant's telephone number, including area code)

Item 5. Other Events

On February 3, 2000, Humana Inc. (the "Company" or "Registrant") issued a press release, a copy of which is attached hereto as Exhibit 99 and is incorporated herein by reference.

Item 7. Financial Statements and Exhibits.

Exhibit 99. Copy of the Company's Press Release dated February 3, 2000.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

HUMANA INC.

BY: Arthur P. Hipwell
Senior Vice President &
General Counsel

Dated: February 3, 2000

Exhibit Index

Exhibit 99. Copy of the Company's Press Release dated February 3, 2000.

Humana Inc.
500 West Main Street
P.O. Box 1438
Louisville, KY 40201-1438

<http://www.humana.com>

n e w s r e l e a s e

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Humana names Michael B. McCallister
President and Chief Executive Officer

LOUISVILLE, KY - February 3, 2000 - Humana Inc. (NYSE: HUM), today announced that that its Board of Directors has elected Michael B. McCallister, 47, president and chief executive officer and a member of the board.

Mr. McCallister, a 26-year Humana veteran, has been a member of Humana's four-person Office of the Chairman since August 1999, where he worked closely with Chairman and interim Chief Executive Officer David A. Jones on the company's turnaround plan. Most recently he held the position of senior vice president for the Health Plan Division, responsible for Humana's large group commercial, Medicare, Medicaid, workers' compensation and military or TRICARE businesses.

"Mike is well-known to our organization and was clearly a leading candidate to replace Greg Wolf as chief executive officer last August," said Mr. Jones, who was appointed interim chief executive officer by the board following Mr. Wolf's resignation Aug. 3. "Since then, he has distinguished himself in working alongside me, the other members of the office of the chairman - Ken Fasola and Jim Murray - and Humana's board of directors, in addressing the issues facing our

company and in setting our plans for a return to sustained growth in profitability. We are delighted Mike has agreed to take on this new responsibility and are confident that his leadership will serve all of our constituencies well."

Jones said evidence of Humana's turnaround was shown by its third-quarter core earnings and will be further demonstrated by its fourth-quarter results, which will be announced Feb. 9. "Mike's role in producing these results was absolutely essential," Jones said. "Our Medicare and large-group commercial businesses, under his direct supervision, achieved significant premium yield increases in the fourth quarter, while the company's overall medical expense ratio improved sequentially."

"I look forward to working with my colleagues to continue building on the momentum we have established in the last several months and which will be evident in our fourth-quarter operating results," Mr. McCallister said. "We intend to continue to focus on our core health insurance businesses. We will also continue to sell non-core assets and use the proceeds to pay down debt and invest in our industry-leading Internet initiatives."

Mr. McCallister pointed to the pending sales of Physician Corporation of America's workers' compensation business, Humana's individual Medicare Supplement business and the company's LasVegas HMO as recent dispositions of non-core assets that will contribute to an improved balance sheet.

"Through our increasingly successful turnaround strategy, and with the enthusiastic support of our talented employees, we will continue to make progress toward becoming the nation's leading Internet-enabled, customer-focused health services company," Mr. McCallister said.

Mr. McCallister holds an MBA degree from Pepperdine University in Malibu, Cal. and a BS degree

from Louisiana Tech University in Ruston, La. He joined Humana in 1974 as a finance specialist and served in various market and regional executive capacities. He was elected vice president in 1989 and headed the integrated operations of Humana's health plans and hospitals in Arizona for the next three years. From 1992 to 1996 he served in the same capacity in Texas, becoming responsible for Humana's health plan operations exclusively after the company spun off its hospitals in 1993.

He was promoted to president - Division I in 1996, with senior management responsibility for Humana's Texas, Florida and Puerto Rico operations. From 1997 until his appointment to the Office of the Chairman in August 1999, Mr. McCallister had senior management responsibility for health plan operations.

Humana Inc., headquartered in Louisville, Ky., is one of the nation's largest publicly traded managed health care companies with 6 million health plan members primarily in 15 states and Puerto Rico. Humana offers coordinated health care through a variety of delivery systems - health maintenance organizations, preferred provider organizations, point-of-service plans and administrative services products - to employer groups, government-sponsored plans and individuals. Additional information about Humana is available at <http://www.humana.com>.

This press release contains forward-looking information. The forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be significantly impacted by certain risks and uncertainties described in Humana's Annual Report on Form 10-K for the year ended December 31, 1998 and in Humana's Quarterly Reports on Form 10-Q for the quarter ended March 31, June 30, and September 30, 1999, all as filed with the Securities and Exchange

Commission.

A publication quality photograph of Mr. McCallister is available on the Humana home-page at www.humana.com. Choose Corporate Communications. In the left column, select Leadership. Scroll down to Mr. McCallister's photo.

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