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HUMANA INC  
 Form 4  
 March 05, 2002

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  
 McCallister, Michael B.  
 500 West Main Street  
 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  
 February 28, 2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 (X) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other  
 (specify below)  
 President and Chief Executive Officer
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. Amount of Securities Beneficially Owned at End of Month Price
Common (1)	2/14/02	F	V 4,342	D \$13.27 253,347
Common (1)				2,688
Common (1)				38,479.4

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Put or Call
						Title and Number of Shares	

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Quantity	Date	Code	V	Amount	Exercisable	Expiration	Common	Value
Common (2)	11.0131				09/13/91	09/13/00	(1)	2,000
Common (2)	11.0131				09/13/92	09/13/00	(1)	2,000
Common (2)	11.0131				09/13/93	09/13/00	(1)	2,000
Common (2)	6.5625				04/14/95	04/14/03	(1)	31,250
Common (2)	6.5625				04/14/96	04/14/03	(1)	31,250
Common (2)	6.5625				04/14/97	04/14/03	(1)	31,250
Common (2)	6.5625				04/14/98	04/14/03	(1)	31,250
Common (5)	15.625				07/11/97	07/11/06	(1)	45,000
Common (5)	15.625				07/11/98	07/11/06	(1)	45,000
Common (5)	15.625				07/11/99	07/11/06	(1)	45,000
Phantom Stock Units (4)	1-for-1				(4)	(4)	(1)	1,181.5
Common (5)	15.5938				9/17/99	1/12/05	(1)	29,240
Common (5)	15.5938				9/17/99	1/9/07	(1)	12,288
Common (5)	15.5938				1/9/00	1/9/07	(1)	6,052
Common (5)	15.5938				9/17/99	7/10/07	(1)	7,620
Common (5)	15.5938				7/10/00-2	7/10/07	(1)	22,860
Common-ISO (5)	15.5938				9/17/99	1/15/08	(1)	4,316
Common-ISO (5)	15.5938				1/15/00	1/15/08	(1)	4,316
Common-ISO (5)	15.5938				1/15/01	1/15/08	(1)	4,316
Common-NQ (5)	15.5938				9/17/99	1/15/08	(1)	7,284

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Common-NQ (5)	15.5938					1/15/ 1/15/	Common (1)	7,284
						00  08		
Common-NQ (5)	15.5938					1/15/ 1/15/	Common (1)	7,284
						01  08		
Common (5)	19.25					1/15/ 1/15/	Common (1)	10,000
						00  09		
Common (5)	19.25					1/15/ 1/15/	Common (1)	10,000
						01  09		
Common (5)	19.25					1/15/ 1/15/	Common (1)	4,806
						02  09		
Common-ISO (5)	19.25					1/15/ 1/15/	Common (1)	5,194
						02  09		
Common (5)	7.4688					11/18 11/18	Common (1)	33,334
						/00  /09		
Common (5)	7.4688					11/18 11/18	Common (1)	33,333
						/01  /09		
Common (5)	7.4688					11/18 11/18	Common (1)	33,333
						/02  /09		
Common (5)	6.9063					2/11/ 2/11/	Common (1)	166,667
						01  10		
Common (5)	6.9063					2/11/ 2/11/	Common (1)	166,667
						02  10		
Common (5)	6.9063					2/11/ 2/11/	Common (1)	152,187
						03  10		
Common-ISO (5)	6.9063					2/11/ 2/11/	Common (1)	14,479
						03  10		

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 December 31, 2001 pursuant to 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) Phantom Stock Units held for my benefit as of December 31, 2001, under the Humana Excess Plan exempt

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under Rule  
16b-3(d).

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

(6) Shares held by a FamilyTrust ("Trust") of which my wife and I are trustees. I disclaim beneficial ownership of Company stock held by the Trust except to the extent of my pecuniary interest.