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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 | 7. Title and Amount of Underlying Securities | 8. Put or Call |
|---------------------------------|--|---------------------|---------------------|--|---|--|----------------|
| | | | | | | | |

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