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HUMANA INC

Form 4

December 30, 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
 Goodman, Bruce J.
 500 West 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
 November 7, 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 and Chief Service & Information 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. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common(1)				159,214
Common(1)				2,975

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. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Put or Call
Option-NQ(3)	11.625				4/12/02-4/12/02	Common (1)	3,898

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Option-NQ (3)	11.625						4/12/02	4/12/09	Common (1)	3,898	
Option-NQ (3)	11.625						4/12/03	4/12/09	Common (1)	3,898	
Option-NQ (3)	11.625						4/12/04	4/12/09	Common (1)	3,898	
Option-ISO (3)	11.625						4/12/01	4/12/09	Common (1)	8,602	
Option-ISO (3)	11.625						4/12/02	4/12/09	Common (1)	8,602	
Option-ISO (3)	11.625						4/12/03	4/12/09	Common (1)	8,602	
Option-ISO (3)	11.625						4/12/04	4/12/09	Common (1)	8,602	
Option-ISO (3)	9.5938						9/9/00	9/9/09	Common (1)	8,333	
Option-NQ (3)	9.5938						9/9/01	9/9/09	Common (1)	8,334	
Option-NQ (3)	9.5938						9/9/02	9/9/09	Common (1)	8,333	
Option-NQ (3)	12.995						3/13/03	3/13/12	Common (1)	10,000	
Option-NQ (3)	12.995						3/13/04	3/13/12	Common (1)	10,000	
Option-NQ (3)	12.995						3/13/05	3/13/12	Common (1)	2,305	
Option-ISO (3)	12.995						3/13/05	3/13/12	Common (1)	7,695	
Option-NQ (3)	12.515	11/7/02	A		10,000	A	11/7/03	11/7/12	Common (1)	10,000	
Option-NQ (3)	12.515	11/7/02	A		10,000	A	11/7/04	11/7/12	Common (1)	10,000	
Option-NQ (3)	12.515	11/7/02	A		10,000	A	11/7/05	11/7/12	Common (1)	10,000	

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 Rights Agreement, which entitles holders of the Company's Common Stock, in the event

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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) Shares held for my benefit as of November 30, 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).

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