

HUMANA INC  
Form 4  
February 22, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

**OMB APPROVAL**

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BROUSSARD BRUCE D**

(Last) (First) (Middle)

**HUMANA INC., 500 WEST MAIN  
STREET**

(Street)

**LOUISVILLE, KY 40202**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**HUMANA INC [HUM]**

3. Date of Earliest Transaction  
(Month/Day/Year)

**02/18/2017**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

**President & CEO**

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ 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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Humana Common	02/18/2017		M		53,257 (8)	A	\$ 0	155,108	D
Humana Common	02/18/2017		F		25,413	D	\$ 205.325	129,695	D
Humana Common	02/21/2017		M		17,335	A	\$ 72.84	147,030	D
Humana Common	02/21/2017		M		50,286	A	\$ 102.155	197,316	D
Humana Common	02/21/2017		F		974	D	\$ 205.325	196.342	D

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Humana Common	02/21/2017	S	104,256	D	\$ 205.233 (9)	92,086	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Options <u>(1)</u>	\$ 72.84	02/21/2017		M	17,335	<u>(1)</u> 02/20/2020	Humana Common 17,335
Options <u>(2)</u>	\$ 102.155	02/21/2017		M	50,286	<u>(2)</u> 02/18/2021	Humana Common 50,286
Options <u>(3)</u>	\$ 164.645					<u>(3)</u> 02/24/2022	Humana Common 118,626
Options <u>(4)</u>	\$ 167.805					<u>(4)</u> 02/18/2023	Humana Common 117,441
Restricted Stock Units <u>(5)</u>	<u>(5)</u>	02/18/2017		M	16,519	<u>(6)</u> <u>(6)</u>	Humana Common 16,519
Restricted Stock Units <u>(5)</u>	<u>(5)</u>					<u>(7)</u> <u>(7)</u>	Humana Common 17,383

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BROUSSARD BRUCE D HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202	X President & CEO

## Signatures

Bruce D.  
Broussard

02/22/2017

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Right to buy pursuant to the Company's 2003 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to Reporting Person on 02/20/13, vesting in three increments from 02/20/14 to 02/20/16.
- (2) Right to buy pursuant to the Company's 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to Reporting Person on 02/18/14, vesting in three increments from 02/18/15 to 02/18/17.
- (3) Right to buy pursuant to the Company's 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to Reporting Person on 02/24/15, vesting in three increments from 02/24/16 to 02/24/18.
- (4) Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/18/16, vesting in three increments from 02/18/17 to 02/18/19.
- (5) Right to receive one share per restricted stock unit pursuant to the Company's 2011 Stock Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of Humana Inc. common stock, exempt under Rule 16b-3(d)(1) & (3).
- (6) Restricted stock units granted to Reporting Person on 02/18/2014, 100% of the award is vesting on 02/18/17.
- (7) Restricted stock units granted to reporting person on 02/18/16, 33% of the award is vesting on 12/15/16, 12/15/17, and 12/15/18.
- (8) Includes both time based (16,519) and performance based (36,738) based restricted stock units that vested on 2/18/17.
- (9) Shares sold at prices ranging from \$203.62 to \$206.39.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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