

Agrawal Vishal  
Form 4  
March 01, 2019

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Agrawal Vishal

(Last) (First) (Middle)  
HUMANA INC., 500 W MAIN ST  
(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)  
02/25/2019

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)  
Chief Strategy Officer

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)                                  | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | Code | V | (A)   | (D) | Date<br>Exercisable | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of Shares |
|---|------------------------------------|------------------|------------|---|------|---|-------|-----|---------------------|--------------------|------------------|-------------------------------------|
| Options <sup>(1)</sup>                      | \$ 308.31                          |                  |            |   |      |   |       |     | <sup>(1)</sup>      | 12/11/2025         | Humana<br>Common | 10,577                              |
| Options <sup>(2)</sup>                      | \$ 307.965                         | 02/25/2019       |            |   | A    |   | 5,388 |     | <sup>(2)</sup>      | 02/25/2026         | Humana<br>Common | 5,388                               |
| Restricted<br>Stock<br>Units <sup>(3)</sup> | <sup>(3)</sup>                     |                  |            |   |      |   |       |     | <sup>(4)</sup>      | <sup>(4)</sup>     | Humana<br>Common | 2,433                               |
| Restricted<br>Stock<br>Units <sup>(5)</sup> | <sup>(5)</sup>                     | 02/25/2019       |            |   | A    |   | 1,218 |     | <sup>(5)</sup>      | <sup>(5)</sup>     | Humana<br>Common | 1,218                               |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| Agrawal Vishal<br>HUMANA INC.<br>500 W MAIN ST<br>LOUISVILLE, KY 40202 |               |           | Chief Strategy Officer |       |

## Signatures

Vishal Agrawal                      03/01/2019  
 \*\*Signature of                      Date  
 Reporting Person

## 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 Company's 2011 Stock Incentive Plan. Incentive & Non-Qualified stock options granted to reporting person on 12/11/2018, vesting in three increments from 12/11/19 to 12/11/21.
- (2) Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive & Non-Qualified stock options granted to reporting person on 02/25/2019, vesting in three increments from 02/25/20 to 02/25/22.
- (3) 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).
- (4) Restricted stock units granted to reporting person on 12/11/2018, 33% of the award is vesting on 12/11/2019, 12/11/2020 and 12/11/2021.
- (5) Restricted stock units granted to reporting person on 02/25/2019, 33% of the award is vesting on 12/15/2019, 12/15/2020 and 12/15/2021.

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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