

HUNTER CHRISTOPHER H.

Form 4

February 27, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HUNTER CHRISTOPHER H.

(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)

02/25/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Seg President, Group Business

6. 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 (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)
Humana Common	02/25/2019		M	14,169 A	\$ 167.805 28,100	D	
Humana Common	02/25/2019		M	595 A	\$ 167.805 28,695	D	
Humana Common	02/25/2019		F	324 D	\$ 308.79 (7) 28,371	D	
Humana Common	02/25/2019		S	15,586 D	\$ (8) 305.2374 12,785	D	

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 (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 or Number of Shares
Options <u>(1)</u>	\$ 167.805	02/25/2019		M	14,764	<u>(1)</u>	02/18/2023	Humana Common	14,764
Options <u>(2)</u>	\$ 217.415					<u>(2)</u>	03/08/2024	Humana Common	19,497
Options <u>(3)</u>	\$ 268.47					<u>(3)</u>	02/19/2025	Humana Common	6,623
Restricted Stock Units <u>(4)</u>	<u>(4)</u>					<u>(5)</u>	<u>(5)</u>	Humana Common	2,491
Restricted Stock Units <u>(4)</u>	<u>(4)</u>					<u>(6)</u>	<u>(6)</u>	Humana Common	1,025

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUNTER CHRISTOPHER H. HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202			Seg President, Group Business	

Signatures

Christopher H.
Hunter 02/27/2019

 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 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.
- (2) Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 03/08/2017. 12,998 options vesting in three annual increments, and 6,499 options fully vest three years from the date of grant.
- (3) Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/19/18, vesting in three increments from 02/19/19 to 02/19/21.
- (4) 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) under Company's 2011 Plan.
- (5) Restricted stock units granted to reporting person on 03/08/2017, 2,989 shares vesting in three annual increments on 12/15/17, 12/15/18, and 12/15/19. 1,494 shares fully vest three years from the date of grant.
- (6) Restricted stock units granted to reporting person on 02/19/18, 33% of the award is vesting on 12/15/18, 12/15/19, and 12/15/20.
- (7) Shares swapped for payment of purchase price on stock option exercise using fair market value on February 21, 2019 pursuant to Humana Inc's 2011 Stock Incentive Plan.
- (8) Shares sold at prices ranging from \$304.965 to \$305.70. Price reported is weighted average sales price.

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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