SEC Form 4

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1	ss of Reporting Perso	on [*]		uer Name and Ticke MANA INC [0	iymbol		tionship of Reportin all applicable) Director	g Person(s) to Is 10% C		
(Last) HUMANA INC	(First)	(Middle)		te of Earliest Transa 5/2023	ction (Month/I	Day/Year)	X	Officer (give title below) Presider			
500 W MAIN S	Т.		4. lf A	mendment, Date of	Original Filed	(Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group	Filing (Check A	pplicable	
(Street)							X	Form filed by One	e Reporting Pers	son	
LOUISVILLE	KY	40202						Form filed by Mor Person	e than One Rep	orting	
(City)	(State)	(Zip)	Rul	e 10b5-1(c)	Transact	on Indication					
Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended a satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.										led to	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1. Title of Security	(Instr. 3)	2. Tra	saction	2A. Deemed	3.	4. Securities Acquired (A)	or	5. Amount of	6. Ownership	7. Nature	

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Humana Common	12/15/2023		М		2,465	A	\$ <u>0</u>	72,505	D	
Humana Common	12/15/2023		F		970 ⁽⁹⁾	D	\$463.58	71,535	D	
Humana Common	12/15/2023		М		2,184	A	\$ 0	73,719	D	
Humana Common	12/15/2023		F		860 ⁽⁹⁾	D	\$463.58	72,859	D	
Humana Common	12/15/2023		М		2,286	A	\$ 0	75,145	D	
Humana Common	12/15/2023		F		900 ⁽⁹⁾	D	\$463.58	74,245	D	

	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. Transa Code (8)		of Deri Sec Acq (A) o Disp of (I	oosed D) tr. 3, 4	6. Date Exerc Expiration Da (Month/Day/)	ate	e and of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options ⁽¹⁾	\$350.7875							(1)	02/24/2027	Humana Common	13,430		13,430	D	
Options ⁽²⁾	\$376.61							(2)	02/22/2028	Humana Common	30,425		30,425	D	
Options ⁽³⁾	\$425.055							(3)	02/21/2029	Humana Common	23,734		23,734	D	
Options ⁽⁴⁾	\$510.2425							(4)	02/24/2030	Humana Common	26,484		26,484	D	
Restricted Stock Units ⁽⁵⁾	(5)	12/15/2023		М			2,465	(6)	(6)	Humana Common	2,465	\$0	0	D	
Restricted Stock Units ⁽⁵⁾	(5)	12/15/2023		М			2,184	(7)	(7)	Humana Common	2,184	\$0	2,184	D	
Restricted Stock Units ⁽⁵⁾	(5)	12/15/2023		М			2,286	(8)	(8)	Humana Common	2,286	\$0	4,573	D	

Explanation of Responses:

1. Right to buy pursuant to Company's 2019 Amended & Restated Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/24/2020, vesting in three annual increments.

2. Right to buy pursuant to Company's 2019 Amended & Restated Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/22/2021, vesting in three annual increments on 2/22/22, 2/22/23, & 2/22/24.

3. Right to buy pursuant to Company's 2019 Amended & Restated Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/21/2022, vesting in three annual increments on 2/21/23, 2/21/24, & 2/21/25.

4. Right to buy pursuant to Company's 2019 Amended & Restated Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/24/2023, vesting in three annual increments from 2/24/24 to 2/24/26.

5. Right to receive one share per restricted stock unit pursuant to the Company's 2019 Amended & Restated 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 02/22/2021, 33% of the award is vesting on 12/15/21, 12/15/22, and 12/15/23.
- 7. Restricted stock units granted to reporting person on 02/21/2022, 33% of the award is vesting on 12/15/22, 12/15/23, and 12/15/24.
- 8. Restricted stock units granted to reporting person on 02/24/2023, 33% of the award is vesting on 12/15/23, 12/15/24, and 12/15/25.
- 9. Disposition reported represents shares withheld for payment of tax liability associated with vesting of Restricted Stock Units on 12/15/23.

Bruce D. Broussard ** Signature of Reporting Person 12/19/2023

Date

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

 * 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.