SEC Form 4

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

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

OMB APPROVAL										
OMB Number: 3235-0287										
Estimated average burden										
hours per response:	0.5									

1. Name and Addre <u>Ventura Jose</u> (Last)	ss of Reporting Person [*] p <u>h C</u> (First) (Middle)		2. Issuer Name and Ticker or Trading Symbol HUMANA INC [HUM] 3. Date of Earliest Transaction (Month/Day/Year) 12/15/2023	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) Chief Legel Officer
HUMANA INC 500 W MAIN S (Street) LOUISVILLE		40202	4. If Amendment, Date of Original Filed (Month/Day/Year)	Chief Legal Officer 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication	
		Table I - Non-Der	ivative Securities Acquired. Disposed of. or Bene	ficially 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)					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		373	A	\$ <mark>0</mark>	4,560	D	
Humana Common	12/15/2023		F		174(10)	D	\$463.58	4,386	D	
Humana Common	12/15/2023		М		362	Α	\$ <mark>0</mark>	4,748	D	
Humana Common	12/15/2023		F		169(10)	D	\$463.58	4,579	D	
Humana Common	12/15/2023		М		359	A	\$ <mark>0</mark>	4,938	D	
Humana Common	12/15/2023		F		168(10)	D	\$463.58	4,770	D	
Humana Common								240	Ι	See Footnote ⁽¹

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)		n of		6. Date Exerc Expiration Da (Month/Day/N	ate	7. Title and Amount 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 ⁽²⁾	\$350.7875							(2)	02/24/2027	Humana Common	4,656		4,656	D	
Options ⁽³⁾	\$376.61							(3)	02/22/2028	Humana Common	4,598		4,598	D	
Options ⁽⁴⁾	\$425.055							(4)	02/21/2029	Humana Common	3,932		3,932	D	
Options ⁽⁵⁾	\$510.2425							(5)	02/24/2030	Humana Common	4,162		4,162	D	
Restricted Stock Units ⁽⁶⁾	(6)	12/15/2023		М			373	(7)	(7)	Humana Common	373	\$0	0	D	
Restricted Stock Units ⁽⁶⁾	(6)	12/15/2023		М			362	(8)	(8)	Humana Common	362	\$0	362	D	
Restricted Stock Units ⁽⁶⁾	(6)	12/15/2023		М			359	(9)	(9)	Humana Common	359	\$0	719	D	

Explanation of Responses:

1. Shares held for the benefit of reporting person as of November 30, 2023 under the Humana Retirement Savings Plan including routine payroll deductions, quarterly dividend allocation, and a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, exempt under Rule 16b-3(c).

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 02/24/2020, vesting in three annual increments from 2/24/21 to 2/24/23.

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 02/22/2021, vesting in three annual increments from 2/22/22 to 2/22/24.

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 02/21/2022, vesting in three annual

increments from 2/21/23 to 2/21/25.

5. 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.

6. 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).

- 7. 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.
- 8. 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.
- 9. 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.
- 10. Disposition reported represents shares withheld for payment of tax liability associated with vesting of Restricted Stock Units on 12/15/23.

Joseph C. Ventura

** 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.