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
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1. Name and Addres	s of Reporting Person	*	2. Issuer Name and Ticker or Trading Symbol HUMANA INC [HUM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
DICOUSSAIN	D DRUCE D			X	Director	10% Owner		
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X	Officer (give title below)	Other (specify below)		
HUMANA INC.			02/22/2019	President & CEO				
500 WEST MAI	N STREET							
P			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi	dual or Joint/Group Filing (C	Check Applicable		
(Street)				Line)				
LOUISVILLE	KY	40202		X	Form filed by One Reporti	ng Person		
·					Form filed by More than O Person	ne Reporting		
(City)	(State)	(Zip)						

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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150. 4)	
Humana Common	02/22/2019		М		38,552	A	\$167.805	120,673	D		
Humana Common	02/22/2019		F		20,969	D	\$308.52(7)	99,704	D		
Humana Common	02/22/2019		F		7,515	D	\$308.79(8)	92,189	D		
Humana Common	02/22/2019		М		595	A	\$167.805	92,784	D		
Humana Common	02/22/2019		F		324	D	\$308.52(7)	92,460	D		
Humana Common	02/22/2019		S		24,384	D	\$310.6495(9)	68,076	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)		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 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⁾	\$167.805	02/22/2019		М			39,147	(1)	02/18/2023	Humana Common	39,147	\$ <mark>0</mark>	0	D	
Options ⁽²⁾	\$217.415							(2)	03/08/2024	Humana Common	105,988		105,988	D	
Options ⁽³⁾	\$268.47							(3)	02/19/2025	Humana Common	44,152		44,152	D	
Restricted Stock Units ⁽⁴⁾	(4)							(5)	(5)	Humana Common	8,126		8,126	D	
Restricted Stock Units ⁽⁴⁾	(4)							(6)	(6)	Humana Common	6,829		6,829	D	

Explanation of Responses:

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 annual increments.

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, vesting in three annual increments.

3. Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/19/2018, vesting in three annual increments.

4. 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).

5. Restricted stock units granted to reporting person on 03/08/2017, 33% of the award is vesting on 12/15/17, 12/15/18, and 12/15/19.

6. Restricted stock units granted to reporting person on 02/19/2018, 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 swapped for payment of taxes on stock option exercise using fair market value on February 22, 2019 pursuant to Humana Inc's 2011 Stock Incentive Plan.

9. Shares sold at prices ranging from \$309.615 to \$311.195. Price reported is weighted average sales price.

Remarks:

Bruce D. Broussard

02/26/2019

Date

** Signature of Reporting Person

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.