FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington,	D.C.	20549
vvasimigton,	D.O.	200-0

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	DVAL				
OMB Number:	3235-0287				
Estimated average burd	en				
hours per response:	0.5				

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting  $\mathsf{Person}^\star$ 

Diamond Susan M

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

2. Issuer Name **and** Ticker or Trading Symbol

**HUMANA INC** [ HUM ]

<u>Diamond Susan M</u>						TOWN THE [ HOM ]									Director 10% Owner  X Officer (give title Other (specify below)  Chief Financial Officer					
(Last) (First) (Middle) HUMANA INC. 500 WEST MAIN STREET						3. Date of Earliest Transaction (Month/Day/Year) 12/15/2021														
(Street) LOUISVILLE KY 40202					_ 4. If	Ame	ndmen	t, Date	of Origin	al File	ed (Month/E		Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person							
(City)	(S	tate)	(Zip)																	
		Tab	le I - N	on-Deri	vative	Sec	curiti	es Ad	quirec	l, Di	sposed	of, or Be	eneficia	lly Owne	d					
1. Title of Security (Instr. 3)		2. Transa Date (Month/E		Exe	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securiti Disposed	ecurities Acquired (A) o osed Of (D) (Instr. 3, 4 a		Benefici	es ally Following	6. Ownersh Form: Direc (D) or Indire (I) (Instr. 4)	ect     rect	. Nature of ndirect Beneficial Ownership Instr. 4)				
									Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				(11301.4)		
Humana	Common			12/15	12/15/2021				M		282	A	\$0	2,	2,667		D			
Humana	Common			12/15	12/15/2021				F		132	D	\$459.8	5 2,	535	D				
Humana	Common			12/15/2021					M		285	A	\$0	2,	820	D				
Humana	Common			12/15/2021		_			F		133	D	\$459.8	5 2,	687	D				
Humana				12/15		_			M		366	A	\$0		053	D				
Humana	Common			12/15	/2021				F		171	D	\$459.8	5 2,	882	D	_			
Humana Common													2,	134	I		See Footnote <sup>(1)</sup>			
		٦	Гable II								posed o			y Owned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution			ransaction Code (Instr.		on of E		6. Date Exercisable a Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	Own For Dire or I (I) (	nership m: ect (D) ndirect nstr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisal		Expiration Date	Title	Amount or Number of Shares							
Options <sup>(2)</sup>	\$350.7875								(2)		02/24/2027	Humana Common	4,298		4,298	B D				
Options <sup>(3)</sup>	\$376.61								(3)		02/22/2028	Humana Common	4,524		4,524	14 D				
Options <sup>(4)</sup>	\$428.6767								(4)		08/01/2028	Humana Common	3,793		3,793	D				
Restricted Stock Units <sup>(5)</sup>	(5)	12/15/2021			М			282	(7)		(7)	Humana Common	282	\$0	0		D			
Restricted Stock Units <sup>(6)</sup>	(6)								(8)		(8)	Humana Common	1,023		1,023		D			
Restricted Stock Units <sup>(6)</sup>	(6)								(9)		(9)	Humana Common	291		291		D			
Restricted Stock Units <sup>(6)</sup>	(6)	12/15/2021			М			285	(10)		(10)	Humana Common	285	\$0	285		D			
Restricted Stock Units <sup>(6)</sup>	(6)	12/15/2021			М			366	(11)		(11)	Humana Common	366	\$0	733	3 D				
Restricted Stock Units <sup>(6)</sup>	(6)								(12)		(12)	Humana Common	933		933		D			
Phantom Stock Units <sup>(13)</sup>	(13)								(13)		(13)	Humana Common	319		319		I	See Footnote. <sup>(13)</sup>		

## **Explanation of Responses:**

- 1. Shares held for the benefit of the reporting person as of November 30, 2021 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 8/1/2021, vesting in three annual increments from 8/1/22 to 8/1/24.
- 5. 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).
- 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).
- $7. \ Restricted \ stock \ units \ granted \ to \ reporting \ person \ on \ 02/25/19, \ 33\% \ of \ the \ award \ is \ vesting \ on \ 12/15/19, \ 12/15/20, \ and \ 12/15/21.$
- 8. Restricted stock units granted to reporting person on 06/01/19, 100% of the award is vesting on 6/1/22.
- $9. \ Restricted \ stock\ units\ granted\ to\ reporting\ person\ on\ 07/01/19,\ 33\%\ of\ the\ award\ is\ vesting\ on\ 07/01/20,\ 07/01/21,\ and\ 07/01/22.$
- 10. Restricted stock units granted to reporting person on 02/24/2020, 33% of the award is vesting on 12/15/20, 12/15/21, and 12/15/22.
- $11. \ Restricted \ stock \ units \ granted \ to \ reporting \ person \ on \ 02/22/2021, \ 33\% \ of \ the \ award \ is \ vesting \ on \ 12/15/21, \ 12/15/22, \ and \ 12/15/23.$
- 12. Restricted stock units granted to reporting person on 08/1/2021, 33% of the award is vesting on 8/1/22, 8/1/23, and 8/1/24.

13. Phantom Stock Units held for the benefit of reporting person as of November 30, 2021 based on the value of Humana common stock on a 1-for-1 basis, under the Humana Retirement Equalization Plan. The ending number of units reflects normal fluctuation due to changes in stock price.

> 12/17/2021 Susan M. Diamond \*\* Signature of Reporting Person

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.