SEC Form 4	
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## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

		JVAL							
	OMB Number:	3235-0287							
Estimated average burden									
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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. Name and Address of Reporting Person <sup>*</sup> Deshpande Samir						2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>HUMANA INC</u> [ HUM ]									(Chec	k all appli Directo	. ,		son(s) to Is 10% O Other (	wner
(Last) HUMAN 500 W N		<sup>=</sup> irst)	(Middle)		12/	3. Date of Earliest Transaction (Month/Day/Year) 12/15/2022									X	below) Ch	ief Inforr	below)		
(Street)		(Y	40202		. 4. 11	4. If Amendment, Date of Original Filed (Month/Day/							rear)		Line)					
(City)	(	State)	(Zip)	n Doriv	(ativo	<u> </u>			nuirod	Die	nocod	of	or Bo	nofic	ially	0.000	4			
1. Title of Security (Instr. 3)				2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date,		3. Transa Code ( 8)	ction					r	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	ount (A) or (D) Pr		Pric	e	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)
Humana	Common			12/15/	/2022				М		380		Α		6 <mark>0</mark>	6,	635		D	
Humana Common			12/15/	15/2022				F		172(8	)	D	\$51	0.02	6,463		D			
Humana Common			12/15/2022					М		350		A	\$ <mark>0</mark>		6,813			D		
Humana	Common			12/15/	/2022				F		158(8	)	D	\$51	0.02	6,	655		D	
Humana Common				12/15/2022				М		353		Α	\$ <u>0</u>		7,008		D			
Humana	Common			12/15/	/2022				F		160(8	)	D	\$51	0.02	6,	848		D	
			Table II								osed of convert					)wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deel Executi if any (Month/I	on Date,	4. Transa Code (1 8)		5. Nu of Deriv Secu Acqu (A) of Dispo of (D) (Instr and 5	ative rities ired 5 5 5 6 7 5 5 7 5 7 5 7 7 7 7 7 7 7 7 7	6. Date E Expiratio (Month/D	n Date ay/Yea		An Se Un De	Title and nount of ocurities iderlying rivative istr. 3 an	) Securi	ty nt	Price of erivative ecurity nstr. 5)	9. Numbe derivative Securities Beneficial Owned Following Reported Transacti (Instr. 4)	e s Ily I	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

Options<sup>(1)</sup>

Options<sup>(2)</sup>

Options<sup>(3)</sup>

Restricted

Stock

Stock

Stock

Units<sup>(4)</sup>

Units<sup>(4)</sup> Restricted

Units<sup>(4)</sup> Restricted \$350,7875

\$376.61

\$425,055

(4)

(4)

(4)

12/15/2022

12/15/2022

12/15/2022

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 from 2/24/21 to 2/24/23.

380

350

353

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 from 2/22/22 to 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 from 2/21/23 to 2/21/25.

4. 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).

(1)

(2)

(3)

(5)

(6)

(7)

5. 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.

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. Disposition reported represents shares withheld for payment of tax liability associated with vesting of Restricted Stock Units on 12/15/22.

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Samir M. Deshpande \*\* Signature of Reporting Person

Humana

Common Humana

Common

Common

Humana

Common

Humana

Common

Humana

Common

02/24/2027

02/22/2028

02/21/2029

(5)

(6)

(7)

5,730

4,327

3,836

380

350

353

\$<mark>0</mark>

\$<mark>0</mark>

**\$**0

12/19/2022

5.730

4,327

3,836

0

351

706

D

D

D

D

D

D

on Date

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

 $^{\ast}$  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.