SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
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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 Addre	•	g Person [*]	2. Issuer Name and Ticker or Trading Symbol HUMANA INC [HUM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Zipperle Cyn	<u>thia H</u>			Director 10% Owner				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Officer (give title Other (specify below) below) SVP, Chief Acct Officer & Cont				
HUMANA INC			12/15/2020	Svr, chiel Act Onicel & Cont				
500 WEST MAIN ST								
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) LOUISVILLE	KY	40202		X Form filed by One Reporting Person				
		40202	_	Form filed by More than One Reporting Person				
(City)	(State)	(Zip)		r cisuii				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								

2. Transaction 2A. Deemed 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 7. Nature of 1. Title of Security (Instr. 3) 5. Amount of 6. Ownership Execution Date Securities Beneficially Owned Following Form: Direct (D) or Indirect Indirect Beneficial Date (Month/Day/Year) Trar actior Code (Instr. 8) if any (Month/Dav/Year) (I) (Instr. 4) Ownership Reported (Instr. 4) (A) or (D) Transaction(s) Code v Price Amount (Instr. 3 and 4) 12/15/2020 Humana Common Μ 302 A **\$**0 2,464 D \$390.485 Humana Common 12/15/2020 F 96 D 2,368 D Humana Common 12/15/2020 Μ 271 A \$<mark>0</mark> 2,639 D Humana Common 12/15/2020 F 86 D \$390.485 2,553 D Humana Common 12/15/2020 Μ 237 A **\$**0 2,790 D Humana Common 12/15/2020 F 76 D \$390.485 2,714 D See Humana Common 895 I 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)				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				
Restricted Stock Units ⁽²⁾	(2)	12/15/2020		М			302	(4)	(4)	Humana Common	302	\$0	0	D	
Restricted Stock Units ⁽²⁾	(2)							(5)	(5)	Humana Common	745		745	D	
Restricted Stock Units ⁽²⁾	(2)	12/15/2020		м			271	(6)	(6)	Humana Common	271	\$0	271	D	
Restricted Stock Units ⁽³⁾	(3)	12/15/2020		М			237	(7)	(7)	Humana Common	237	\$0	476	D	
Phantom Stock Units ⁽⁸⁾	(8)							(8)	(8)	Humana Common	281		281	I	See Footnote ⁽⁸⁾

Explanation of Responses:

1. Shares held for the benefit of reporting person as of November 30, 2020 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 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).

3. 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).

4. Restricted stock units granted to reporting person on 02/19/18, 33% of the award is vesting on 12/15/18, 12/15/19, and 12/15/20.

5. Restricted stock units granted to reporting person on 02/19/18, 100% of the award is vesting on 02/19/21.

6. 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.

7. 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.

8. Phantom Stock Units held for the benefit of reporting person as of November 30, 2020 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.

<u>Cynthia H. Zipperle</u>

** Signature of Reporting Person

<u>12/17/2020</u> 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.