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 Address of Reporting Person* BROUSSARD BRUCE D (Last) (First) (Middle) HUMANA INC. 500 W MAIN ST.							2. Issuer Name and Ticker or Trading Symbol <u>HUMANA INC</u> [HUM] 3. Date of Earliest Transaction (Month/Day/Year) 02/25/2022								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner X Officer (give title Other (specify below) President & CEO				
(Street) LOUISVILLE KY 40202 (City) (State) (Zip)						4. If Amendment, Date of Original Filed (Month/Day/Year)									ndividual or Joint/Group Filing (Check Applicable e) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
1. Title of Security (Instr. 3) 2. Transact Date (Month/Day						2A Ex) if a	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr.			ies Acquired (A) or Of (D) (Instr. 3, 4 and			5. Amou Securiti Benefic Owned	unt of es ially Following	Form (D) o	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership
										v	Amount	(A) (D)	or Pri	ce		rted action(s) 3 and 4)			(Instr. 4)
Humana Common 02/25/2							022				29,754(¹⁰⁾ A		\$ <mark>0</mark>	91,009			D	
Humana Common 02/25/2						022					11,360(¹¹⁾ D	\$4	28.27	79,649		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. Deer Executio if any (Month/E		4. Transa Code (8)		on of		6. Date Exercisat Expiration Date (Month/Day/Year)		e	of Securities			3. Price of Derivative Security Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	Amo or Num of Shar	ber					
Options ⁽¹⁾	\$268.47								(1)		02/19/2025	Humana Common	37	2		372		D	
Options ⁽²⁾	\$307.965								(2)		02/25/2026	Humana Commor	13,4	470		13,470)	D	
Options ⁽³⁾	\$350.7875								(3)		02/24/2027	Humana Commor	40,2	290		40,290)	D	
Options ⁽⁴⁾	\$376.61								(4)		02/22/2028	Humana Commor	30,4	425		30,425	;	D	
Options ⁽⁵⁾	\$425.055								(5)		02/21/2029	Humana	23,7	734		23,734	۱	D	1

Explanation of Responses:

(6)

(6)

(6)

Restricted

Stock

Stock

Stock

Units⁽⁶⁾

Units⁽⁶⁾ Restricted

Units⁽⁶⁾

Restricted

1. 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.

2. Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/25/2019, vesting in three annual increments.

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 02/24/2020, vesting in three annual increments.

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 02/22/2021, vesting in three annual increments.

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 02/21/2022, vesting in three annual increments.

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)

(8)

(9)

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. 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.

9. 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.

10. Performance Stock Units vested on 2/25/22, not required to be reported until vest.

11. Disposition reported represents shares withheld for payment of tax liability associated with vesting of Performance Stock Units on 2/25/22.

Bruce D. Broussard

Humana

Common

Humana

Commor

Humana

Commo

2,673

4,929

6,551

(7)

(8)

(9)



2,673

4,929

6,551

D

D

D

** 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.