SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	RUVAL								
OMB Number:	3235-0287								
Estimated average burden									
hours por rosponso:	0.5								

See

Footnote⁽¹⁾

2,112

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

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*			. Issuer Name <mark>and</mark> Tid HUMANA INC			g Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Diamond Sus	4		<u>, [110</u>	ivi j		ľ	Director		Owner				
	[tion	().(2	C Officer (give title below)	e Othe belo	er (specify w)				
(Last)		 Date of Earliest Tran 2/15/2020 	isaction	(Mon	(n/Day/year)		Segment President, Home Bus.						
HUMANA INC													
500 WEST MAI	F	. If Amendment, Date	of Origi	inal Eil	ed (Month/Da	6 In	6. Individual or Joint/Group Filing (Check Applicable						
(Street)	['	. Il Amenument, Date	or Ong	inai Fi			6. Individual or Joint/Group Filing (Check Applicable Line)						
LOUISVILLE	KY						2	Form filed by One Reporting Person					
										Form filed by More than One Reporting Person			
(City)	(State)	(Zip)							1 010011				
		Table I - N	lon-Derivati	ative Securities Acquired, Disposed of, or Beneficially Owned									
Date					3. Transaction Code (Instr. 8)						6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
1. Title of Security	(Instr. 3)		2. Transaction Date (Month/Day/Yea	ar) 2A. Deemed Execution Date, if any (Month/Day/Year)	Transa Code (4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following	Form: Direct (D) or Indirect	Indirect Beneficial Ownership	
1. Title of Security	(Instr. 3)		Date	Execution Date, ar) if any	Transa Code (Securities Beneficially	Form: Direct (D) or Indirect	Indirect Beneficial	
1. Title of Security Humana Commo			Date	Execution Date, if any (Month/Day/Year)	Transa Code (8)	(Instr.	Disposed Of	(D) (Insti	r. 3, 4 and 5)	Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct (D) or Indirect	Indirect Beneficial Ownership	
	n		Date (Month/Day/Yea	ar) Execution Date, if any (Month/Day/Year)	Transa Code (8) Code	(Instr.	Disposed Of Amount	(D) (Instr (A) or (D)	r. 3, 4 and 5) Price	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 2,219	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership	
Humana Commo	n		Date (Month/Day/Yea 12/15/2020	Execution Date, if any (Month/Day/Year)	Transa Code (8) Code M	(Instr.	Disposed Of Amount 311	(D) (Instr (A) or (D) A	r. 3, 4 and 5) Price \$0	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 2,219	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership	
Humana Commo Humana Commo	n n n		Date (Month/Day/Yea 12/15/2020 12/15/2020	In Execution Date, if any (Month/Day/Year)	Transa Code (8) Code M F	(Instr.	Amount 311 145	(D) (Instr (A) or (D) A D	r. 3, 4 and 5) Price \$0 \$390.485	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 2,219 2,074 2,355	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership	
Humana Commo Humana Commo Humana Commo	n n n n		Date (Month/Day/Yea 12/15/2020 12/15/2020 12/15/2020	Execution Date, if any (Month/Day/Year)	Transa Code (8) Code M F M	(Instr.	Disposed Of Amount 311 145 281	(D) (Insti-	r. 3, 4 and 5) Price \$0 \$390.485 \$0	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 2,219 2,074 2,355	Form: Direct (D) or Indirect (I) (Instr. 4) D D D	Indirect Beneficial Ownership	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution E if any	Date,			of Deriv Secu Acqu (A) o Disp of (D (Insti	ervivative (Month/Day/Year) iccurities quired) or sposed (D) str. 3, 4			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)	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				
\$350.7875								(2)	02/24/2027	Humana Common	4,298		4,298	D	
(3)	12/15/2020			М			311	(5)	(5)	Humana Common	311	\$0	931	D	
(3)	12/15/2020			М			281	(6)	(6)	Humana Common	281	\$0	282	D	
(4)								(7)	(7)	Humana Common	1,023		1,023	D	
(4)								(8)	(8)	Humana Common	582		582	D	
(4)	12/15/2020			М			285	(9)	(9)	Humana Common	285	\$0	570	D	
(10)								(10)	(10)	Humana Common	317		317	I	See Footnote. ⁽¹⁰⁾
	Conversion or Exercise Price of Derivative Security (3) (3) (4) (4) (4) (4)	2. Conversion or Exercise Perivative Security3. Transaction Date (Month/Day/Year)\$350.7875\$\$350.7875\$(3)12/15/2020(4)\$(4)\$(4)12/15/2020(4)12/15/2020	2. Conversion or Exercise Perice of Berivative Security3A. Deemen Execution I if any (Month/Day/Year)\$350.7875Image: Conversion of the security\$350.7875Image: Conversion of the security(3)12/15/2020(3)12/15/2020(4)Image: Conversion of the security(4)Image: Conversion of the security(4)Im	Leg.2. Conversion or Exercise Perivative Security3. Deemed Execution Date, if any (Month/Day/Year)\$350.7875(3)12/15/2020(3)12/15/2020(4)(4)(4)12/15/2020	(e.g., puts,	(e.g., puts, calls2. Conversion Perceof Perivative Security3. Transaction Phee of Month/Day/Year)3. Deemed Execution Date, if any (Month/Day/Year)4. Transaction Code (Instr. a)99101010101112/15/2020-M11111112111212121213141514151617181919101011131415161718<	(e.g., puts, calls, war2. 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Date Exercise Expiration Date (Month/Day/Year)9.</td> <td>(e.g., puts, calls, warries, options, convert 2. Conversion or Exercise Price of berivative Security Security 3. Transaction Date (Month/Day/Year) 34. Deemed Execution Date, if any (Month/Day/Year) 5. Number of shouth 6. Date Exercisable and Expiration Date (Month/Day/Year) 2. Derivative Security 6. Date Exercisable and Source 5. Number of shouth/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 3. Code v (A) (D) Date Exercisable and Expiration Date (Month/Day/Year) 5. Number of Date (Nonth/Day/Year) 4. V (A) (D) Date Exercisable and Expiration Date (Month/Day/Year) 5. Number of Date (Nonth/Day/Year) 4. V (A) (D) Date Exercisable and Expiration Date (Month/Day/Year) 5. Number (Nonth/Day/Year) 4. N</td> <td>(e.g., puts, calls, warrate, options, convertible section Conversion of Exercise 2. Or Exercise of perioa tive security 3. Deemed Execution Date (Month/Day/Year) 3. Deemed Execution Date (Month/Day/Year) 5. 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Date Exercisable and Expiration Date (Month/Day/Year) 2. Derivative Security 6. Date Exercisable and Source 5. Number of shouth/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 3. Code v (A) (D) Date Exercisable and Expiration Date (Month/Day/Year) 5. Number of Date (Nonth/Day/Year) 4. V (A) (D) Date Exercisable and Expiration Date (Month/Day/Year) 5. Number of Date (Nonth/Day/Year) 4. V (A) (D) Date Exercisable and Expiration Date (Month/Day/Year) 5. Number (Nonth/Day/Year) 4. N	(e.g., puts, calls, warrate, options, convertible section Conversion of Exercise 2. Or Exercise of perioa tive security 3. Deemed Execution Date (Month/Day/Year) 3. Deemed Execution Date (Month/Day/Year) 5. Numer of Derivative (Month/Day/Year) 6. Date Exercisable and Execurities Acquired (A) or Disposed (figs), 3. 4 5. Numer (Month/Day/Year) 7. Title an Amount of Derivative (A) or Disposed (figs), 3. 4 \$350.7875 1<	(e.g., puts, calls, warrents, options, convertibe securities) 2. 3. Transaction Or Exercise Price of Security 3. Deemed Execution Date (Month/Day/Year) 3. Deemed Execution Date (No or Exercise) 5. Number of Derivative Securities (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of price of Derivative Securities (Instr. 3 and 5) 2. 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Explanation of Responses:

Humana Common

1. Shares held for the benefit of the 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 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 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).

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).

5. Restricted stock units granted to reporting person on 02/19/18, 931 shares vesting in three annual increments on 12/15/18, 12/15/19 and 12/15/20. and 931 shares vest fully three years from the date of grant. Shares reported are what remain unvested.

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 06/01/19, 100% of the award is vesting on 6/1/22.

8. 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.

9. 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.

10. 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.

Remarks:

Susan M. Diamond

** 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.

* 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.