

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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* <u>Fleming William Kevin</u>			2. Issuer Name and Ticker or Trading Symbol <u>HUMANA INC [ HUM ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <b>Chief Corporate Aff. Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2023</u>			<input checked="" type="checkbox"/> Form filed by One Reporting Person		
<u>HUMANA INC.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
<u>500 WEST MAIN STREET</u>			6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)								
<u>LOUISVILLE</u>	<u>KY</u>	<u>40202</u>						
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication					
<input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Humana Common	12/15/2023		M		390	A	\$0	7,808 <sup>(2)</sup>	D	
Humana Common	12/15/2023		F		179 <sup>(13)</sup>	D	\$463.58	7,629	D	
Humana Common	12/15/2023		M		345	A	\$0	7,974	D	
Humana Common	12/15/2023		F		159 <sup>(13)</sup>	D	\$463.58	7,815	D	
Humana Common	12/15/2023		M		319	A	\$0	8,134	D	
Humana Common	12/15/2023		F		147 <sup>(13)</sup>	D	\$463.58	7,987	D	
Humana Common								120	I	See Footnote <sup>(1)</sup>

**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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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					
Options <sup>(3)</sup>	\$307.965							(3)	02/25/2026	Humana Common	324	324	D	
Options <sup>(4)</sup>	\$350.7875							(4)	02/24/2027	Humana Common	2,149	2,149	D	
Options <sup>(5)</sup>	\$376.61							(5)	02/22/2028	Humana Common	4,807	4,807	D	
Options <sup>(6)</sup>	\$425.055							(6)	02/21/2029	Humana Common	3,750	3,750	D	
Options <sup>(7)</sup>	\$510.2425							(7)	02/24/2030	Humana Common	3,698	3,698	D	
Restricted Stock Units <sup>(8)</sup>	(8)	12/15/2023		M		390		(9)	(9)	Humana Common	390	0	D	
Restricted Stock Units <sup>(8)</sup>	(8)	12/15/2023		M		345		(10)	(10)	Humana Common	345	345	D	
Restricted Stock Units <sup>(8)</sup>	(8)	12/15/2023		M		319		(11)	(11)	Humana Common	319	639	D	
Phantom Stock Units <sup>(12)</sup>	(12)							(12)	(12)	Humana Common	24	24	I	See Footnote <sup>(12)</sup>

**Explanation of Responses:**

1. Shares held for the benefit of reporting person as of November 30, 2023 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. 2,391 shares were transferred from William K. Fleming Grantor Retained Annuity Trust (est. 7/2/2020) to direct ownership on 9/15/2023.

3. Right to buy pursuant to Company's 2011 Stock Incentive Plan. Non-Qualified stock options granted to reporting person on 02/25/2019, vesting in three increments from 2/25/20 to 2/25/22.

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 02/24/2020, vesting in three annual increments from 2/24/21 to 2/24/23.

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 2/22/2021, vesting in three annual increments from 2/22/22 to 2/22/24.

6. 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.

7. Right to buy pursuant to Company's 2019 Amended & Restated Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/24/2023, vesting in three annual increments from 2/24/24 to 2/24/26.

8. 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).

9. 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.

10. 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.

11. Restricted stock units granted to reporting person on 02/24/2023, 33% of the award is vesting on 12/15/23, 12/15/24, and 12/15/25.

12. Phantom Stock Units held for the benefit of reporting person as of November 30, 2023 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.

13. Disposition reported represents shares withheld for payment of tax liability associated with vesting of Restricted Stock Units on 12/15/23.

William K. Fleming

12/19/2023

\*\* 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.**