FORM 4

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

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

ashington, D.C. 20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number: 3235								
Estimated average burden								
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1. Name and Address of Reporting Person*  KATZ KAREN				2. Issuer Name <b>and</b> Ticker or Trading Symbol HUMANA INC [ HUM ]				(Chec	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
ranz rana	111								X	Director	10% C	Owner
(Last) HUMANA INC.		(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 09/30/2020						Officer (give title below)	Other below	(specify )
500 W. MAIN STREET			4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)					6. Individual or Joint/Group Filing (Check Applicable			
(Street)									Line)	Form filed by On	e Reporting Pers	son
LOUISVILLE	KY	40202								Form filed by Mo Person	re than One Rep	oorting
(City)	(State)	(Zip)										
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
Date		2. Transaction Date (Month/Day/Year)	Execution Date, if any		3. Transaction Code (Instr. 8)  4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4)			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	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3A. Deemed Execution Date, if any 1. Title of 3. Transaction 5. Number 6. Date Exercisable and 7. Title and 9. Number of 10. 11. Nature Conversion Transaction Code (Instr. Derivative Security Amount of Securities Derivative derivative Ownership of Indirect of Derivative Expiration Date (Month/Day/Year) (Month/Day/Year) or Exercise Security Securities Form: Beneficial Securities Acquired (A) or (Instr. 3) (Month/Day/Year) 8) Underlying Derivative Security (Instr. 5) Beneficially Direct (D) Ownership (Instr. 4) or Indirect (I) (Instr. 4) Derivative Security (Instr. 3 and 4) Following Disposed of (D) Reported Transaction(s) (Instr. 3, 4 (Instr. 4) and 5) Amount Number Date Expiration Code (A) (D) Exercisable Title Shares Restricted (2) 453 Stock 453 D Commo Units<sup>(1)</sup> Restricted Humana (3) 09/30/2020 71 (3) (3) 71 \$410.0925 235 D Units<sup>(3)</sup>

## **Explanation of Responses:**

Humana Common

- 1. 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).
- 2. 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) under Company's 2019 Amended & Restated Plan.100% of the award is vesting on 12/31/20.
- 3. Director's cash fee elected to be converted into stock units, deferred at the election of the Reporting Person until his resignation of services as a director at which time the stock units will be payable in Humana Inc. common stock on a 1-for-1 basis, exempt pursuant to Rule 16(b)-3(d)(1).

## Remarks:

Karen W. Katz

10/02/2020

\*\* Signature of Reporting Person

Date

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D

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.