FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| • | | • | ٠. | | | | • | • | • | •• | •• | • | _ | - |
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| OMB APPROVAL | | | | | | | | | |
|--------------|-----------|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | |

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

| OMB APPROVAL | | | | | | | | | | | |
|-------------------|--------------------------|--|--|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | | | |
| Estimated average | Estimated average burden | | | | | | | | | | |
| hours per respons | e: 0.5 | | | | | | | | | | |

| 1. Name and Address of Reporting Person* | | | | | | 2. Issuer Name and Ticker or Trading Symbol HUMANA INC [HUM] | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | | |
|--|---|------------|---|---------|------------------------------|---|---------|---------------------------|---------------------|--|--|--|-------------------------------|---|---|--|--|--|--|--|--|
| HILZINGER KURT J | | | | | 1 | TOWN INC [HOW] | | | | | | | |) | Oirecto | or | | 10% Owner | | | |
| (Last) (First) (Middle) | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 06/30/2020 | | | | | | | | | Officer below) | (give title | | Other (: below) | specify | | |
| | | | | | | | | | | | | | | | | | | | | | |
| 500 W. MAIN STREET | | | | | 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | |
| (Street) | | | | | | | | | | | | | | Line) X Form filed by One Reporting Person | | | | | | | |
| LOUISVILLE KY 40202 | | | | _ | | | | | | | Form filed by More than One Reporting Person | | | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | | | | | | | | | | | | | | |
| | | Tab | le I - Nor | ı-Deri\ | /ative | Se | curitie | es A | cquired, | Dis | osed o | of, or B | enef | ciall | y Owne | t | | | | | |
| 1. Title of Security (Instr. 3) 2. Transa Date (Month/D | | | | | | Executi | | | Code (I | Transaction Code (Instr. | | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 5) | | 4 and Securiti | | es Fo ially (D Following (I) | | n: Direct r Indirect nstr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | | | | | Code V | | Amount | (A) (D) | or P | rice | Transact | Transaction(s) (Instr. 3 and 4) | | | (111501.4) | | |
| Humana Common | | | | | | | | | | | | | | | 19,448 | | 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 | | 3A. Deeme Execution if any (Month/Da | Date, | 4. Transa Code (8) | saction of (Instr. Deriv | | r osed) r. 3, 4 | Expiration | 6. Date Exercisal Expiration Date (Month/Day/Year) | | 7. Title and Amo of Securities Underlying Derivative Secu (Instr. 3 and 4) | | | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4) | Owner Form: Direct or Ind (I) (Ins | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | Code | v | (A) | (D) | Date Exercisable | | opiration | Title | Amo or Num of Sha | ber | | | | | | | |
| Restricted Stock Units ⁽¹⁾ | (1) | | | | | | | | (1) | | (1) | Humana Common | 21, | 173 | | 21,173 | 3 | D | | | |
| Restricted Stock Units ⁽²⁾ | (2) | | | | | | | | (2) | | (2) | Humana Common | 1,2 | 40 | | 1,240 | | D | | | |
| Restricted Stock Units ⁽³⁾ | (3) | 06/30/2020 | | | A | | 235 | | (3) | | (3) | Humana Common | 23 | 35 | \$384.15 | 10,044 | 1 | D | | | |
| Restricted Stock Units ⁽⁴⁾ | (4) | | | | | | | | (4) | | (4) | Humana Common | 45 | 53 | | 453 | | D | | | |

Explanation of Responses:

- 1. Annual Director's fee payable in stock units which have been 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).
- 2. Director's dividend payment reinvested into stock units on vested and deferred stock units, deferred in accordance with the Plan until his resignation of services as a director at which time the deferred dividend stock units will be payable in Humana Inc. common stock on a 1-for-1 basis, exempt pursuant to Rule16(b)-3(d).
- 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).
- 4. 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 the Company's 2019 Amended & Restated Plan. 100% of the award is vesting on 12/31/2020.

Remarks:

Kurt J. Hilzinger

07/02/2020

** Signature of Reporting Person

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.