

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Kane Brian A</u> (Last) (First) (Middle) HUMANA INC. 500 WEST MAIN STREET (Street) LOUISVILLE KY 40202 (City) (State) (Zip)	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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/21/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	02/21/2020		M		1,821	A	\$164.645	24,088	D	
Humana Common	02/21/2020		F		809 ⁽¹³⁾	D	\$370.67	23,279	D	
Humana Common	02/21/2020		M		595	A	\$167.805	23,874	D	
Humana Common	02/21/2020		F		270 ⁽¹³⁾	D	\$370.67	23,604	D	
Humana Common	02/21/2020		M		19,193	A	\$164.645	42,797	D	
Humana Common	02/21/2020		F		8,526 ⁽¹³⁾	D	\$370.67	34,271	D	
Humana Common	02/21/2020		F		4,478 ⁽¹⁴⁾	D	\$367.3875	29,793	D	
Humana Common	02/21/2020		M		20,209	A	\$167.805	50,002	D	
Humana Common	02/21/2020		F		9,149 ⁽¹³⁾	D	\$370.67	40,853	D	
Humana Common	02/21/2020		F		5,063 ⁽¹⁴⁾	D	\$367.3875	35,790	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. 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	Title	Amount or Number of Shares				
Options ⁽¹⁾	\$164.645	02/21/2020		M			21,014	(1)	02/24/2022	Humana Common	21,014	\$0	0	D	
Options ⁽²⁾	\$167.805	02/21/2020		M			20,804	(2)	02/18/2023	Humana Common	20,804	\$0	0	D	
Options ⁽³⁾	\$217.415							(3)	03/08/2024	Humana Common	29,995		29,995	D	
Options ⁽⁴⁾	\$268.47							(4)	02/19/2025	Humana Common	12,041		12,041	D	
Options ⁽⁵⁾	\$307.965							(5)	02/25/2026	Humana Common	11,674		11,674	D	
Options ⁽⁶⁾	\$350.7875	02/24/2020		A		12,535		(6)	02/24/2027	Humana Common	12,535	\$0	12,535	D	
Restricted Stock Units ⁽⁷⁾	(7)							(9)	(9)	Humana Common	2,299		2,299	D	
Restricted Stock Units ⁽⁷⁾	(7)							(10)	(10)	Humana Common	932		932	D	
Restricted Stock Units ⁽⁷⁾	(7)							(11)	(11)	Humana Common	1,759		1,759	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. 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						Title
Restricted Stock Units ⁽⁸⁾	(8)	02/24/2020		A		2,494		(12)	(12)	Humana Common	2,494	\$0	2,494	D	

Explanation of Responses:

- Right to buy pursuant to the Company's 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to Reporting Person on 02/24/15, vesting in three increments from 02/24/16 to 02/24/18.
- Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/18/16, vesting in three increments from 02/18/17 to 02/18/19.
- Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 03/08/2017. 19,997 options vesting in three annual increments, and 9,998 options fully vest three years from the date of grant.
- Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/19/18, vesting in three increments from 02/19/19 to 02/19/21.
- Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/25/19, vesting in three increments from 02/25/20 to 02/25/22.
- 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.
- 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).
- 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).
- Restricted stock units granted to reporting person on 03/08/2017, 4,599 shares vesting in three annual increments on 12/15/17, 12/15/18, and 12/15/19. 2,299 shares fully vest three years from the date of grant.
- Restricted stock units granted to reporting person on 02/19/18, 33% of the award is vesting on 12/15/18, 12/15/19, and 12/15/20.
- 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.
- 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.
- Shares swapped for payment of purchase price on stock option exercise using fair market value on February 20, 2020 pursuant to Humana Inc's 2011 Stock Incentive Plan.
- Shares withheld for payment of taxes on stock option exercise using fair market value on February 21, 2020 pursuant to Humana Inc's 2011 Stock Incentive Plan.

Remarks:

Brian A. Kane

02/25/2020

** 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.

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