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

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* Cox Heather						2. Issuer Name and Ticker or Trading Symbol HUMANA INC [HUM]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
(Last) (First) (Middle) HUMANA INC. 500 W. MAIN ST.					3. Date of Earliest Transaction (Month/Day/Year) 02/21/2022									X Officer (give title Other (specify below) Chief Dig Health & Analyt Off.						
500 W. IVIALIN 51.					_ 4. I	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable					
(Street) LOUISVILLE KY 40202				_										X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City) (State) (Zip)																				
		Tab	le I - No	on-Deri	vative	Sec	curitie	s Ac	quired	l, Di	sposed o	of, or Be	nefic	iall	y Owned					
1. Title of Security (Instr. 3) 2. Transacti Date (Month/Day)					Ex) if a	Deemed ecution Date, ny onth/Day/Year)		3. Transaction Code (Instr. 8)		Disposed	es Acquired (A) or Of (D) (Instr. 3, 4 and			5. Amount of Securities Beneficially Owned Foll Reported	owing	6. Owner Form: E (D) or Ir (I) (Insti	Direct I ndirect E r. 4) (7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Code	v	Amount	(A) or (D)	Price	Transactio (Instr. 3 an						
Humana Common															3,264		D			
Humana Common														380				See Footnote ⁽¹⁰⁾		
		-	Γable II								posed of converti				Owned					
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. Transa Code (8)				6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amoun 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. Ownersh Form: Direct (D or Indirec (I) (Instr.	Beneficial Ownership ct (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisa	ıble	Expiration Date	Title	Amou or Numb of Share	er						
Options ⁽¹⁾	\$332.675							П	(1)		09/01/2025	Humana Common	10,15	55		10,1	155	D		
Options ⁽²⁾	\$307.965							П	(2)		02/25/2026	Humana Common	5,38	8		5,388		D		
Options ⁽³⁾	\$350.7875								(3)		02/24/2027	Humana Common	5,37	'2		5,372		D		
Options ⁽⁴⁾	\$376.61								(4)		02/22/2028	Humana Common	4,05	7		4,05	57	D		
Options ⁽⁵⁾	\$425.055	02/21/2022			A		2,877		(5)		02/21/2029	Humana Common	2,87	7	\$0	2,83	77	D		
Restricted Stock Units ⁽⁶⁾	(6)								(7)		(7)	Humana Common	357	7		35	i7	D		
Restricted Stock Units ⁽⁶⁾	(6)								(8)		(8)	Humana Common	658	3		65	8	D		

Explanation of Responses:

(6)

Restricted

Units(6)

- 1. Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive & Non-Qualified stock options granted to reporting person on 9/1/2018, vesting in three increments from 9/1/19 to 9/1/21.
- 2. Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive & Non-Qualified stock options granted to reporting person on 2/25/2019, vesting in three increments from 2/25/20 to 2/25/22.
- 3. 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.

(9)

- 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 02/22/2021, vesting in three annual increments from 2/22/22 to 2/22/24.
- 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 02/21/2022, vesting in three annual increments from 2/21/23 to 2/21/25.
- 6. 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).
- $7. \ Restricted \ stock \ units \ granted \ to \ reporting \ person \ on \ 02/24/2020, \ 33\% \ of \ the \ award \ is \ vesting \ on \ 12/15/20, \ 12/15/21, \ and \ 12/15/22.$
- $8. \ Restricted \ stock \ units \ granted \ to \ reporting \ person \ on \ 02/22/2021, \ 33\% \ of \ the \ award \ is \ vesting \ on \ 12/15/21, \ 12/15/22, \ and \ 12/15/23.$
- $9. \ Restricted \ stock \ units \ granted \ to \ reporting \ person \ on \ 02/21/2022, \ 33\% \ of \ the \ award \ is \ vesting \ on \ 12/15/22, \ 12/15/23, \ and \ 12/15/24.$
- 10. Shares owned by spouse in an Individual Retirement Account.

02/21/2022

Humana

Commo

794

\$<mark>0</mark>

(9)

794

** 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.