Instruction 1(b).

**LOUISVILLE** 

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

40202

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burd	len							
hours per response:	0.5							

Form filed by More than One Reporting

	Address of Reporting	Person*	2. Issuer Name <b>and</b> Ticker or Trading Symbol <b>HUMANA INC</b> [ HUM ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
DAMEL	<u>IO FRANK A</u>		trought transfer of the state o	X Director 10% Owner				
				Officer (give title Other (specify				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	below) below)				
HUMANA	INC		01/03/2022					
500 W. MAIN ST.								
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street)				X Form filed by One Reporting Person				

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction 2A. Deemed 4. Securities Acquired (A) or 7. Nature of 1. Title of Security (Instr. 3) 5. Amount of 6. Ownership Execution Date Transaction Code (Instr. Disposed Of (D) (Instr. 3, 4 and 5) Form: Direct (D) or Indirect Indirect Beneficial Date (Month/Day/Year) (Month/Dav/Year) 8) Owned Following (I) (Instr. 4) Ownership Reported Transaction(s) (Instr. 4) (A) or (D) Code Price Amount (Instr. 3 and 4) See 2,752(5) Humana Common Τ Footnote<sup>(5)</sup> See Humana Common 9,416(6) Ī Footnote<sup>(6)</sup> See Humana Common 1,746<sup>(7)</sup> Footnote<sup>(7)</sup> Humana Common 6,720(8) I Footnote<sup>(8)</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)  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)		Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)		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				
Restricted Stock Units <sup>(1)</sup>	(1)							(1)	(1)	Humana Common	24,055		24,055	D	
Restricted Stock Units <sup>(2)</sup>	(2)							(2)	(2)	Humana Common	2,467		2,467	D	
Restricted Stock Units <sup>(3)</sup>	(3)							(3)	(3)	Humana Common	318		318	D	
Restricted Stock Units <sup>(4)</sup>	(4)	01/03/2022		A		412		(4)	(4)	Humana Common	412	\$0	412	D	

- 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 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 (over a five-year period), exempt pursuant to Rule 16(b)-3(d)(1).
- 3. 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).
- 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 12/31/22.
- 5. Shares transferred and held in the Frank A. D'Amelio 2019 GRAT No. 3 (est. 11/5/19) effective on 11/25/19. Reporting person is the sole trustee.
- 6. Shares transferred and held in the Frank A. D'Amelio 2020 GRAT No. 1 (est. 5/1/20) effective on 5/12/20. Reporting person is the sole trustee.
- 7. Shares transferred and held in the Frank A. D'Amelio 2020 GRAT No. 3 (est. 11/24/20) effective on 11/30/20. Reporting person is the sole trustee.
- 8. Shares transferred and held in the Frank A. D'Amelio 2021 GRAT No. 1 (est. 6/10/21) effective on 6/28/21. Reporting person is the sole trustee.

Frank A. D'Amelio

01/05/2022

\*\* Signature of Reporting Person

Date

\*\* 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.