SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

5. Relationship of Reporting Person(s) to Issuer

OMB Number: 3235-0287											
	Estimated average burden										
	hours per response:	0.5									

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

1. Name and Address of Reporting Person

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

2. Issuer Name and Ticker or Trading Symbol

Zipperle Cynthia H					_ <u>H</u>	HUMANA INC [HUM]								Direct			10% Ov Other (s	
(Last) (First) (Middle) HUMANA INC. 500 WEST MAIN ST						3. Date of Earliest Transaction (Month/Day/Year) 03/26/2020								below)		below) ficer & Co	
(Street) LOUISVILLE KY 40202 (City) (State) (Zip)					4. 11	f Amer	ndment	t, Date	of Origina	al File	d (Month/D		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person					
					-									Form Perso		ore thai	n One Repo	rting
		Tab	le I - No							, Dis	-			ally Owne				
D				2. Transa Date (Month/D		r) Ex	A. Deemed xecution Date, any /onth/Day/Year)		3. Transaction Code (Instr. 8)		5)			Beneficia Owned F Reported	s Illy ollowing	Form:	Direct In Indirect B tr. 4) O	7. Nature of ndirect Beneficial Dwnership Instr. 4)
									Code	v	Amount	(A) or (D)	Price	Transacti (Instr. 3 a	nd 4)			
Humana	Common											_		3,1	.62	D		See
Humana Common													89	96			ootnote ⁽¹⁾	
		т	able II ·											ly 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. Transaction Code (Instr. 8) 5. Numb of Derivative Securiti Acquire (A) or Dispose of (D) (Instr. 3, and 5)				vative	6. Date Exercisable and Expiration Date (Month/Day/Year) Derivative Securities Underlying Derivative Secu (Instr. 3 and 4)				f	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia	ve Owners ies Form: ially Direct (or Indir ng (I) (Instr ction(s)		Beneficial Ownership ect (Instr. 4)			
							(A) o Disp of (D (Insti	r osed) r. 3, 4					Security	, 	Owned Following Reported Transacti (Instr. 4)	ī	(l) (Instr. 4)	
					Code	v	(A) o Disp of (D (Insti	r osed) r. 3, 4	Date Exercisal	ble	Expiration		Security	- -	Following Reported Transacti	ī		
Restricted Stock Units ⁽²⁾	(2)				Code	v	(A) o Disp of (D (Insti and S	r osed) r. 3, 4 5)		ble	Expiration Date (4)	(Instr. 3 ar	Security ad 4) Amoun or Numbe of	- -	Following Reported Transacti	ion(s)		
Stock	(2)				Code	v	(A) o Disp of (D (Insti and S	r osed) r. 3, 4 5)	Exercisa	ble	Date	(Instr. 3 ar Title Humana	Security ad 4) Amoun or Numbe of Shares	- -	Following Reported Transacti (Instr. 4)	ion(s)	(l) (Instr. 4)	
Stock Units ⁽²⁾ Restricted Stock					Code	v	(A) o Disp of (D (Insti and S	r osed) r. 3, 4 5)	Exercisal (4)	ble	(4)	(Instr. 3 an Title Humana Common Humana	Security d 4) Amoun or Numbe of Shares 302	- -	Following Reported Transacti (Instr. 4)	ion(s)	(I) (Instr. 4)	
Stock Units ⁽²⁾ Restricted Stock Units ⁽²⁾ Restricted Stock	(2)				Code	v	(A) o Disp of (D (Insti and S	r osed) r. 3, 4 5)	(4) (5)	ble	(4) (5)	(Instr. 3 and Title	Security d 4) Amoun or Numbe of Shares 302 745	- -	Following Reported Transacti (Instr. 4)		(I) (Instr. 4)	

Explanation of Responses:

1. Shares held for the benefit of reporting person as of February 28, 2020 under the Humana Retirement Savings Plan including routine payroll deductions, quarterly dividend allocation, and a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, exempt under Rule 16b-3(c).

2. 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).

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).

4. 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.

5. Restricted stock units granted to reporting person on 02/19/18, 100% of the award is vesting on 02/19/21.

6. 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.

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. Phantom Stock Units held for the benefit of reporting person as of March 26, 2020 based on the value of Humana common stock on a 1-for-1 basis, under the Humana Retirement Equalization Plan. The ending number of units reflects normal fluctuation due to changes in stock price.

Remarks:

Cynthia H. Zipperle

** Signature of Reporting Person

03/30/2020 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.