SEC Form	4
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Humana Common

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

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

1. Name and Address of Reporting Person* <u>Schick Susan D.</u>				Issuer Name and Ti IUMANA INC			g Symbol		lationship of Reportin ck all applicable) Director Officer (give title	10% 0			
(Last) HUMANA INC. 500 W. MAIN S		(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 02/24/2023						below) Seg Pres. Grp.	below)	
				If Amendment, Date	of Orig	inal Fi	led (Month/Da		6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) LOUISVILLE	KY	40202								Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)											
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
Date		2. Transaction Date (Month/Day/Year	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8) Code V					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)		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Μ

F

1,267(7)

399⁽⁸⁾

A

D

\$<mark>0</mark>

\$510.2425

4,086

3,687

D

D

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)		Expiration Date		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⁾	\$403.05							(1)	09/01/2028	Humana Common	1,765		1,765	D	
Options ⁽²⁾	\$425.055							(2)	02/21/2029	Humana Common	2,685		2,685	D	
Restricted Stock Units ⁽³⁾	(3)							(4)	(4)	Humana Common	190		190	D	
Restricted Stock Units ⁽³⁾	(3)							(5)	(5)	Humana Common	290		290	D	
Restricted Stock Units ⁽³⁾	(3)							(6)	(6)	Humana Common	494		494	D	

Explanation of Responses:

1. Right to buy pursuant to Company's 2019 Amended & Restated Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 9/1/2021, vesting in three annual increments from 9/1/22 to 9/1/24.

2. Right to buy pursuant to Company's 2019 Amended & Restated Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 2/21/2022, vesting in three annual increments from 2/21/23 to 2/21/25.

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 2/22/2021, 33% of the award is vesting on 12/15/21, 12/15/22, and 12/15/23.

02/24/2023

02/24/2023

5. Restricted stock units granted to reporting person on 9/1/2021, 33% of the award is vesting on 9/1/22, 9/1/23, and 9/1/24.

6. Restricted stock units granted to reporting person on 2/21/2022, 33% of the award is vesting on 12/15/22, 12/15/23, and 12/15/24.

7. Performance Stock Units vested on 2/24/23, not required to be reported until vest.

8. Disposition reported represents shares withheld for payment of tax liability associated with vesting of Performance Stock Units on 2/24/23.

Susan D. Schick

** 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.

Date

^{02/28/2023}