

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>LeClaire Brian P.</u>			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) <b>Strategic Advisor</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2019</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>HUMANA INC.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
<u>500 WEST MAIN STREET</u>								
(Street)								
<u>LOUISVILLE</u>	<u>KY</u>	<u>40202</u>						
(City)	(State)	(Zip)						

**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	12/15/2019		M		1,189	A	\$0	9,017	D	
Humana Common	12/15/2019		F		468	D	\$350.41	8,549	D	
Humana Common	12/15/2019		M		481	A	\$0	9,030	D	
Humana Common	12/15/2019		F		190	D	\$350.41	8,840	D	
Humana Common	12/15/2019		M		419	A	\$0	9,259	D	
Humana Common	12/15/2019		F		165	D	\$350.41	9,094	D	
Humana Common	12/16/2019		S		1,266	D	\$359.644 <sup>(10)</sup>	7,828	D	
Humana Common	12/16/2019		G		1,489	D	\$0 <sup>(11)</sup>	6,339	D	
Humana Common								135	I	(See Footnote) <sup>(1)</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)	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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Options <sup>(2)</sup>	\$217.415						(2)	03/08/2024	Humana Common	12,916	12,916	D		
Options <sup>(3)</sup>	\$268.47						(3)	02/19/2025	Humana Common	4,148	4,148	D		
Options <sup>(4)</sup>	\$307.965						(4)	02/25/2026	Humana Common	5,568	5,568	D		
Restricted Stock Units <sup>(5)</sup>	(5)	12/15/2019		M		1,189	(6)	(6)	Humana Common	1,189	\$0	1,782	D	
Restricted Stock Units <sup>(5)</sup>	(5)	12/15/2019		M		481	(7)	(7)	Humana Common	481	\$0	482	D	
Restricted Stock Units <sup>(5)</sup>	(5)	12/15/2019		M		419	(8)	(8)	Humana Common	419	\$0	839	D	
Phantom Stock Units <sup>(9)</sup>	(9)						(9)	(9)	Humana Common	62		62	I	See Footnote <sup>(9)</sup>

**Explanation of Responses:**

1. Stock units held for the benefit of reporting person as of November 30, 2019 under the Humana Retirement & Savings Plan including a routine disposition of shares to fund an administrative fee assessment

under a Tax-Conditioned Plan, both exempt under Rule 16b-3(c).

2. 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. 15,498 options vesting in three annual increments, and 7,749 options fully vest three years from the date of grant.
3. 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.
4. 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.
5. 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).
6. Restricted stock units granted to reporting person on 03/08/2017, 3,564 shares vesting in three annual increments on 12/15/17, 12/15/18, and 12/15/19. 1,782 shares fully vest three years from the date of grant.
7. 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.
8. 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.
9. Phantom Stock Units held for the benefit of reporting person as of November 30, 2019 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.
10. All shares sold at reported price.
11. Transaction reported represents a gift/charitable donation effective December 16, 2019, in which no value was received in return.

**Remarks:**

Brian P. LeClaire

12/17/2019

\*\* 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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