Humana Common

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPROVAL											
l	OMB Number:	3235-0287										
l	Estimated average burden											
ı	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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

				or Section 30(n) of the	e mvest	ment c	Jompany Act o	JI 1940					
1. Name and Addre			2. Issuer Name and Ti			g Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) JOSEPH C. VEI 500 W MAIN S		(Middle)		3. Date of Earliest Train 02/19/2021	nsaction	(Mon	th/Day/Year)	;	X Officer (give title Other (specify below) Chief Legal Officer				
(Street) LOUISVILLE (City)	KY (State)	40202 (Zip)		4. If Amendment, Date of Original Filed (Month/Day/Year)						ividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person			
		Table I - N	lon-Deriva	tive Securities A	cquire	ed, D	isposed o	f, or B	eneficial	y Owned			
Date			2. Transaction Date (Month/Day/Ye	Execution Date,	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 ar			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
					Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Humana Common 02/19.			02/19/202	21	М		1,118(11)	A	\$0	2,870	D		

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

M

F

353

559

184

\$377.415

\$0

\$377.415

D

A

D

2,517

3,076

2,892

207

D

D

D

Ι

See

Footnote⁽¹⁾

02/19/2021

02/19/2021

02/19/2021

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)		of		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)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options ⁽²⁾	\$307.965							(2)	02/25/2026	Humana Common	3,592		3,592	D	
Options ⁽³⁾	\$350.7875							(3)	02/24/2027	Humana Common	4,656		4,656	D	
Options ⁽⁴⁾	\$376.61	02/22/2021		A		4,598		(4)	02/22/2028	Humana Common	4,598	\$0	4,598	D	
Restricted Stock Units ⁽⁵⁾	(5)	02/19/2021		M			559	(7)	(7)	Humana Common	559	\$0	0	D	
Restricted Stock Units ⁽⁵⁾	(5)							(8)	(8)	Humana Common	271		271	D	
Restricted Stock Units ⁽⁶⁾	(6)							(9)	(9)	Humana Common	618		618	D	
Restricted Stock Units ⁽⁶⁾	(6)	02/22/2021		A		1,117		(10)	(10)	Humana Common	1,117	\$0	1,117	D	

Explanation of Responses:

- 1. Shares held for the benefit of reporting person as of January 31, 2021 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 buy pursuant to Company's 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/25/2019, 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.
- 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 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. 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).
- $7.\ Restricted\ stock\ units\ granted\ to\ reporting\ person\ on\ 02/19/18,\ 100\%\ of\ the\ award\ is\ vesting\ on\ 02/19/21.$

 $8. \ Restricted \ stock\ units\ granted\ to\ reporting\ person\ on\ 02/25/19,\ 33\%\ of\ the\ award\ is\ vesting\ on\ 12/15/19,\ 12/15/20\ and\ 12/15/21.$

- 9. 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.
- 10. 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.
- 11. Includes Performance Stock Units that vested on 2/19/21.

Remarks:

Joseph C. Ventura 02/23/2021

** Signature of Reporting Person Dat

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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