FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, | D.C. | 20549 |
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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

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

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* | | | | | | 2. Issuer Name and Ticker or Trading Symbol HUMANA INC [HUM] | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | | | |
|---|--|--|----------|-----------|----------|--|-----|--|-----------------|---|---|------------------|---|---|---|--|---|---|------------|
| (Last) (First) (Middle) HUMANA INC. 500 WEST MAIN STREET | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/08/2020 | | | | | | | | X Officer (give title Other (specify below) Chief Financial Officer | | | | | |
| | 4.1 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | | | |
| (Street) LOUISVILLE KY 40202 | | | | _ | | | | | | | | | | | | | | | |
| (City) | (S | tate) | (Zip) | | 1 0.50.1 | | | | | | | | | | | | | | |
| | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Title of Security (Instr. 3) 2. Transaction | | | | | | | | | | | | | | | | | | |
| 1. Title of Security (Instr. 3) 2. Transac Date (Month/Date) | | | | Year) Exe | | ecution Date, | | | | | Acquired (A) or (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | | | | Code | v | Amount | (A) or (D) | Price | | Transac (Instr. 3 | ction(s) | | | (Instr. 4) |
| Humana | Common | | | 03/08/2 | 2020 | | | | M | | 2,299 | A | \$(|) | 38 | 38,089 | | D | |
| Humana | Humana Common 03 | | | 03/08/2 | 2020 | 020 | | | F | | 1,061 | D | \$359. | 8475 | 37 | 37,028 | | D | |
| | | 7 | Table II | | | | | | | | posed of converti | | | | wned | | | | |
| 1. Title of Derivative Security (Instr. 3) | rivative Conversion Date Execution Date, curity or Exercise (Month/Day/Year) if any | | | | | ransaction of Code (Instr. Derivative | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amou of Securities Underlying Derivative Securi (Instr. 3 and 4) | | Di Se | Price of erivative ecurity estr. 5) | 9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4) | ly | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) | | |
| | | | | | Code | v | (A) | (D) | Date Exercis | sable | Expiration Date | Title | Amou or Numb of Share | er | | | | | |
| Options ⁽¹⁾ | \$217.415 | | | | | | | | (1) | | 03/08/2024 | Humana Common | 29,99 | 95 | | 29,995 | | D | |
| Options ⁽²⁾ | \$268.47 | | | | | | | | (2) | | 02/19/2025 | Humana Common | 12,04 | 41 | | 12,041 | | D | |
| Options ⁽³⁾ | \$307.965 | | | | | | | | (3) | | 02/25/2026 | Humana Common | 11,67 | 74 | | 11,674 | | D | |
| Options ⁽⁴⁾ | \$350.7875 | | | | | | | | (4) | | 02/24/2027 | Humana Common | 12,53 | 35 | | 12,535 | , | D | |
| Restricted Stock Units ⁽⁵⁾ | (5) | 03/08/2020 | | | M | | | 2,299 | (7) | | (7) | Humana Common | 2,29 | 9 | \$0 | 0 | | D | |
| Restricted Stock Units ⁽⁵⁾ | (5) | | | | | | | | (8) | | (8) | Humana Common | 932 | 2 | | 932 | | D | |
| Restricted Stock Units ⁽⁵⁾ | (5) | | | | | | | | (9) | | (9) | Humana Common | 1,75 | 9 | | 1,759 | | D | |
| Restricted Stock | (6) | | | | | | | | (10) |) | (10) | Humana | 2,49 | 4 | | 2,494 | | D | |

Explanation of Responses:

- 1. 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. 19,997 options vesting in three annual increments, and 9,998 options fully vest three years from the date of grant.
- 2. 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.
- 3. Right to buy pursuant to Company's 2011 Stock Incentive Plan. 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.
- 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 02/24/2020, vesting in three annual increments from 2/24/21 to 2/24/23.
- 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 03/08/2017, 4,599 shares vesting in three annual increments on 12/15/17, 12/15/18, and 12/15/19. 2,299 shares fully vest three years from the date of
- 8. 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.
- $9. \ Restricted \ stock \ units \ granted \ to \ reporting \ person \ on \ 02/25/19, \ 33\% \ of \ the \ award \ is \ vesting \ on \ 12/15/19, \ 12/15/20, \ and \ 12/15/21.$
- 10. 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.

Remarks:

Brian A. Kane

03/10/2020

** 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.

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.