FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See

Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

## 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

							•	<i>'</i>			' '										
Name and Address of Reporting Person*     Deshpande Samir						2. Issuer Name <b>and</b> Ticker or Trading Symbol HUMANA INC [ HUM ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  Officer (give title Other (specify						
(Last) (First) (Middle) HUMANA INC.						3. Date of Earliest Transaction (Month/Day/Year) 02/25/2022									below)  Chief Information Officer						
500 W MAIN ST						4. If Amendment, Date of Original Filed (Month/Day/Year)										6. Individual or Joint/Group Filing (Check Applicable					
(Street)														Line)  X Form filed by One Reporting Person							
LOUISVILLE KY 40202				-											Form filed by More than One Reporting Person						
(City) (State) (Zip)																					
		Tab	le I - No	n-Deriv	vative	Se	curiti	es Ac	cquired	l, Di	sposed o	of, or B	enefi	icially	Owned	k					
1. Title of Security (Instr. 3)  2. Transact Date (Month/Day					) Ex	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			Securiti Benefic Owned		es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership			
									Code	v	Amount	(A) c	r Pri	Reporte Transac (Instr. 3		ction(s)			(Instr. 4)		
Humana Common 02/25/					/2022	.022			М		3,967(1)	0) A		\$0 10,		,931	B1 D				
Humana Common 02/25/20					/2022	022			F		1,445(1	1) D	\$4	128.27	9,	486	86 D				
		1		(e.g., p	outs,		s, wai	rrant	s, optic	ns,	osed of converti	ble sed	uriti	es) ¯							
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deer Execution if any (Month/E	n Date,	4. Transa Code ( 8)		on of I		Expiration	6. Date Exercisable Expiration Date (Month/Day/Year)		Amount of		D S (I	Price of erivative ecurity nstr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	ly	Ownershi Form: y Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership t (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	Amo or Nun of Sha								
Options <sup>(1)</sup>	\$268.47								(1)		02/19/2025	Humana Commor	4,0	014		4,014		D			
Options <sup>(2)</sup>	\$307.965								(2)		02/25/2026	Humana Common	5,3	888		5,388		D			
Options <sup>(3)</sup>	\$350.7875								(3)		02/24/2027	Humana Commoi	5,7	730		5,730		D			
Options <sup>(4)</sup>	\$376.61								(4)		02/22/2028	Humana Commoi		327		4,327		D			
Options <sup>(5)</sup>	\$425.055								(5)		02/21/2029	Humana Commoi		336		3,836		D			
Restricted Stock Units <sup>(6)</sup>	(6)								(7)		(7)	Humana Commoi		30		380		D			
Restricted Stock Units <sup>(6)</sup>	(6)								(8)		(8)	Humana Commor		01		701		D			

## **Explanation of Responses:**

Restricted

Units(6)

1. Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/19/2018, vesting in three increments from 2/19/19 to 2/19/21.

(9)

- $2. \ Right to buy pursuant to Company's 2011 \ Stock Incentive \ Plan. \ \$
- 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 buy pursuant to Company's 2019 Amended & Restated Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/21/2022, vesting in three annual increments from 2/21/23 to 2/21/25
- 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).
- $7. \ Restricted \ stock \ units \ granted \ to \ reporting \ person \ on \ 02/24/2020, \ 33\% \ of \ the \ award \ is \ vesting \ on \ 12/15/20, \ 12/15/21, \ and \ 12/15/22.$
- $8. \ Restricted \ stock \ units \ granted \ to \ reporting \ person \ on \ 02/22/2021, \ 33\% \ of \ the \ award \ is \ vesting \ on \ 12/15/21, \ 12/15/22, \ and \ 12/15/23.$
- 9. Restricted stock units granted to reporting person on 02/21/2022, 33% of the award is vesting on 12/15/22, 12/15/23, and 12/15/24.
- 10. Performance Stock Units vested on 2/25/22, not required to be reported until vest.
- 11. Disposition reported represents shares withheld for payment of tax liability associated with vesting of Performance Stock Units on 2/25/22.

Humana

Common

1,059

(9)

1,059

D

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.