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

1. 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)						
<u>Desnpa</u>	inde San	<u>11r</u> 			. 🗀	<u> </u>		22,00	- [ 1101					X		(give title			wner specify	
(Last) (First) (Middle) HUMANA INC.						3. Date of Earliest Transaction (Month/Day/Year) 02/19/2021								21	below)		below) & Risk Officer			
500 W MAIN ST						4 If Amandanant Date of Original Filled (Manth/Duray)								C. Individual on Initial Consum Fillion (Cheats Assetted by						
(Street)					-   4. "	4. If Amendment, Date of Original Filed (Month/Day/Year)							Lir		′					
LOUISV	TLLE I	CY	40202												Form f Persor		re thar	n One Repo	orting	
(City)	(	State)	(Zip)																	
			le I - N	on-Deriv	ative	Sec	uritie	s Ac	quire	d, Di	sposed o	of, or Be	neficia	lly (	Owned	i				
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/N					Execution Date		ate,	3. Transaction Code (Instr. 8) 4. Securit Disposed			es Acquired Of (D) (Instr	(A) or . 3, 4 and 5	nd 5) Secur Benet Owne		es ially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
									Code	v	Amount	(A) or (D)	Price		Transac	teported ransaction(s) nstr. 3 and 4)			(Instr. 4)	
Humana Common 02/19/20					2021	21		M		3,724(10)	) A	\$0		7,660			D			
Humana Common 02/19/20				2021	)21		F		1,318	D	\$377.4	15	6,342			D				
	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)	titve de Conversion or Exercise Price of Derivative Security    Conversion of Exercise (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   Security			Transa Code (		5. Num of Deriva Secur Acqui (A) or Dispo of (D) (Instr. and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration Exercisable Date			7. Title an Amount of Securities Underlyin Derivative (Instr. 3 a	of s g e Security	De Se	Price of rivative curity str. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)			

(1)

(2)

(3)

(4)

(7)

(8)

(9)

4,327

1,051

Α

Α

## **Explanation of Responses:**

Options<sup>(1)</sup>

 $Options^{\left( 2\right) }$ 

Options(3)

Options<sup>(4)</sup>

Restricted

Stock

Stock

Units<sup>(6)</sup> Restricted

Units(6)

Units<sup>(5)</sup> Restricted \$268.47

\$307.965

\$350.7875

\$376.61

(6)

02/22/2021

02/22/2021

- 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.
- 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 02/25/19, 33% of the award is vesting on 12/15/19, 12/15/20 and 12/15/21.
- 8. 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.
- 9. 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.
- 10 Includes Performance Stock Units that vested on 2/19/21

## Remarks:

Samir M. Deshpande

Humana

Commor Humana

Humana

Common

Humana

Commor

Humana

Common

Humana

Common

Humana

Commor

4,014

5,388

5,730

4.327

406

760

1,051

\$0

\$<mark>0</mark>

02/19/2025

02/25/2026

02/24/2027

02/22/2028

(8)

(9)

02/23/2021

4,014

5.388

5,730

4,327

406

760

1,051

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D

D

D

D

D

D

Date

\*\* Signature of Reporting Person

- $^{\star}$  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.

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