SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

C	MB Number:	3235-0287									
E	Estimated average burden										
h	ours per response:	0.5									

Check this box if no longer subject	t to
Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(b).	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 [*] Zipperle Cynthia H						2. Issuer Name and Ticker or Trading Symbol <u>HUMANA INC</u> [HUM]										ck all appl Direct	,		son(s) to Issuer 10% Owner Other (specify		
(Last) (First) (Middle) HUMANA INC. 500 WEST MAIN ST						Date of /05/20		st Tra	Insact	ion (Mo	onth/Day	(Year)		SVP, Chief Acct Officer & Cont							
							dment	, Date	e of O	riginal	Filed (Mo	onth/E	6. Individual or Joint/Group Filing (Check Applicable Line)								
(Street) LOUISVILLE KY 40202															2	X Form filed by One Reporting Person Form filed by More than One Reporting					
(City)	(S	tate)	(Zip)		-											Perso				ortung .	
		Tabl	e I ·	- Non-Deriv	vativ	e Sec	uritie	es A	cqui	ired,	Dispos	sed	of, or	Benef	iciall	y Owne	d				
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year				ear) i	2A. Deemed Execution Date if any (Month/Day/Ye			3. Fransa Code (3)	ction	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and			5)	5. Amou Securitie Benefici Owned F	s ally following	Form:	Direct I Indirect E str. 4)	7. Nature of Indirect Beneficial Ownership			
								6	Code	v	Amount		(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
Humana	Common			11/05/202	20				S		1,000	1,000		\$443.5	6443.5816 ⁽⁹⁾		2,162		D		
Humana Common																893		Ι		See Footnote ⁽¹⁾	
		Т	able	e II - Deriva (e.g., p												Owned		,			
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)			saction (Instr.	of Deriv Secu Acqu (A) of Dispo of (D) (Instr	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ate Exe iration nth/Day	Date			7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)		B. Price of Derivative Security Instr. 5)	9. Numbe derivativ Securitie Beneficia Owned Following Reported Transact (Instr. 4)	e s dly g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)	
						v	(A)	(D)	Date	e rcisable	Expira e Date	ation	Title	or Nui of	ount nber ares						
Restricted Stock Units ⁽²⁾	(2)									(4)	(4)	Huma Comn		02		302		D		
Restricted						1					1									1	

Explanation of Responses:

1. Shares held for the benefit of reporting person as of October 31, 2020 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 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).

(2)

(3)

(8)

Stock

Stock

Stock

Stock

Units⁽⁸⁾

Units⁽³⁾ Phantom

Units⁽²⁾

Restricted

Units⁽²⁾ Restricted

3. 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).

(5)

(6)

(7)

(8)

4. 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.

5. Restricted stock units granted to reporting person on 02/19/18, 100% of the award is vesting on 02/19/21.

6. 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.

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. Phantom Stock Units held for the benefit of reporting person as of October 31, 2020 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.

9. All shares sold at reported price

Remarks:

Cynthia H. Zipperle

Humana

Commor

Humana

Commor

Humana

Commor

Humana

Commo

745

542

713

281

(5)

(6)

(7)

(8)

** Signature of Reporting Person

11/09/2020 Date

745

542

713

281

D

D

D

I

See

Footnote⁽⁸⁾

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.