FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| l | OMB APPROVAL | | | | | | | | | | |
|---|--------------------------|-----------|--|--|--|--|--|--|--|--|--|
| | OMB Number: | 3235-0287 | | | | | | | | | |
| l | Estimated average burden | | | | | | | | | | |
| l | 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(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* <u>Diamond Susan M</u> | | | | | | | 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 | | | | | | | of Earlie | st Tra | nsactio | n (Mon | nth/E | Day/Year) | X Officer (give title Other (specify below) Chief Financial Officer | | | | | | | | | |
| (Street) LOUISVILLE KY 40202 | | | | | 4.1 | If Am | iendmen | t, Date | e of Oriç | ginal Fi | iled | (Month/D | Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | | | | | | | | | | | | | | | |
| | | Tab | ole I - No | | | _ | | | _ | ed, C |)is | | | | | 1 | | | | | | |
| 1. Title of Security (Instr. 3) 2. Transact Date (Month/Day | | | | | | Execution Date, | | | e, Tra Co | Transaction Disposed Code (Instr. 5) | | | ties Acquired (A) or d Of (D) (Instr. 3, 4 ar | | | Securities Beneficially Owned Following Reported | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | | | | | | de V | | Amount | (A) or (D) | Pric | e | Transaction(s) (Instr. 3 and 4) | | | | | | |
| Humana | Common | | | | | | | | | _ | | | | | | 2,882 | | D | | | | |
| Humana Common | | | | | | | | | | | | | | | | 2,1 | .39 | I | | See Footnote ⁽¹⁾ | | |
| | | - | Table II - | | | | | | | | | | , or Ber ible sec | | | Owned | | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date Execution Date, if any (Month/Day/Year) (Month/Day/Year) 3. Transaction Date Execution Date, if any (Month/Day/Year) 8) 5. Number of 6. Date Exercisable Expiration Date (Month/Day/Year) | | | | | Amount of | | | | 8. Price of Derivative Security (Instr. 5) | | | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) | | | | | | | |
| | | | | | Code | v | (A) | (D) | Date Exerc | isable | | piration ate | Title | Amou or Numb of Share | er | | | | | | | |
| Options ⁽²⁾ | \$350.7875 | | | | | | | | (2 | 2) | 02 | /24/2027 | Humana Common | 4,29 | 8 | | 4,298 | | D | | | |
| Options ⁽³⁾ | \$376.61 | | | | | Г | | T | (| 3) | 02 | /22/2028 | Humana Common | 4,52 | 4 | | 4,524 | | D | | | |
| Options ⁽⁴⁾ | \$428.6767 | | | | | | | T | (4 | 4) | 08 | /01/2028 | Humana Common | 3,79 | 3 | | 3,793 | | D | | | |
| Options ⁽⁵⁾ | \$425.055 | 02/21/2022 | | | A | | 5,562 | | (: | 5) | 02 | /21/2029 | Humana Common | 5,56 | 2 | \$0 | 5,562 | | D | | | |
| Restricted Stock Units ⁽⁶⁾ | (6) | | | | | | | | (1 | 7) | | (7) | Humana Common | 1,02 | :3 | | 1,023 | | D | | | |
| Restricted Stock Units ⁽⁶⁾ | (6) | | | | | | | | (1 | 8) | | (8) | Humana Common | 291 | L | | 291 | | D | | | |
| Restricted Stock Units ⁽⁶⁾ | (6) | | | | | | | | (! | 9) | | (9) | Humana Common | 285 | 5 | | 285 | | D | | | |
| Restricted Stock Units ⁽⁶⁾ | (6) | | | | | | | | (1 | 10) | | (10) | Humana Common | 733 | 3 | | 733 | | D | | | |
| Restricted Stock Units ⁽⁶⁾ | (6) | | | | | | | | (1 | 11) | | (11) | Humana Common | 933 | 3 | | 933 | | D | | | |
| Restricted Stock Units ⁽⁶⁾ | (6) | 02/21/2022 | | | A | | 1,535 | | (1 | 12) | | (12) | Humana Common | 1,53 | 5 | \$0 1,53 | | 5 | D | | | |
| Phantom Stock | (13) | | | | | | | | (1 | 13) | | (13) | Humana Common | 271 | L | | 271 | | I | See Footnote. ⁽¹³⁾ | | |

Explanation of Responses:

- 1. Shares held for the benefit of the reporting person as of January 31, 2022 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 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.

^{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 02/22/2021, vesting in three annual increments from 2/22/22 to 2/22/24.

- 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 8/1/2021, vesting in three annual increments from 8/1/22 to 8/1/24.
- 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 2/21/2022, 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).
- $7. \ Restricted \ stock \ units \ granted \ to \ reporting \ person \ on \ 06/01/19, \ 100\% \ of \ the \ award \ is \ vesting \ on \ 6/1/22.$
- $8. \ Restricted \ stock \ units \ granted \ to \ reporting \ person \ on \ 07/01/19, \ 33\% \ of \ the \ award \ is \ vesting \ on \ 07/01/20, \ 07/01/21, \ and \ 07/01/22.$
- $9. \ Restricted \ stock\ units\ granted\ to\ reporting\ person\ on\ 02/24/2020,\ 33\%\ of\ the\ award\ is\ vesting\ on\ 12/15/20,\ 12/15/21,\ and\ 12/15/22.$
- 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.
- $11. \ Restricted \ stock\ units\ granted\ to\ reporting\ person\ on\ 08/1/2021,\ 33\%\ of\ the\ award\ is\ vesting\ on\ 8/1/22,\ 8/1/23,\ and\ 8/1/24.$
- 12. 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.
- 13. Phantom Stock Units held for the benefit of reporting person as of January 31, 2022 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.

Susan M. Diamond 02/23/2022

** 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.