

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Agrawal Vishal</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>HUMANA INC [HUM]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Strat & Corp Dev Officer</u> | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/11/2020</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| HUMANA INC. 500 W MAIN ST | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) | LOUISVILLE KY 40202 | | | | | | | |
| (City) | (State) | (Zip) | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Humana Common | 12/11/2020 | | M | | 811 | A | \$0 | 1,643 | D | |
| Humana Common | 12/11/2020 | | F | | 304 | D | \$393.21 | 1,339 | 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) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| Options ⁽¹⁾ | \$308.31 | | | | | | | (1) | 12/11/2025 | Humana Common | 10,577 | 10,577 | D | |
| Options ⁽²⁾ | \$307.965 | | | | | | | (2) | 02/25/2026 | Humana Common | 5,388 | 5,388 | D | |
| Options ⁽³⁾ | \$350.7875 | | | | | | | (3) | 02/24/2027 | Humana Common | 5,372 | 5,372 | D | |
| Restricted Stock Units ⁽⁴⁾ | (4) | 12/11/2020 | | M | | 811 | | (6) | (6) | Humana Common | 811 | \$0 | 811 | D |
| Restricted Stock Units ⁽⁴⁾ | (4) | | | | | | | (7) | (7) | Humana Common | 812 | | 812 | D |
| Restricted Stock Units ⁽⁵⁾ | (5) | | | | | | | (8) | (8) | Humana Common | 1,069 | | 1,069 | D |

Explanation of Responses:

- Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive & Non-Qualified stock options granted to reporting person on 12/11/2018, vesting in three increments from 12/11/19 to 12/11/21.
- Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive & Non-Qualified stock options granted to reporting person on 02/25/2019, vesting in three increments from 02/25/20 to 02/25/22.
- 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.
- 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).
- 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).
- Restricted stock units granted to reporting person on 12/11/2018, 33% of the award is vesting on 12/11/2019, 12/11/2020 and 12/11/2021.
- Restricted stock units granted to reporting person on 02/25/2019, 33% of the award is vesting on 12/15/2019, 12/15/2020 and 12/15/2021.
- 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:

Vishal Agrawal

12/15/2020

** 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.