FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Washington, D.C. 200

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STATEMENT	OF CHAN	IGES IN D	ENEFICIAL	OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

10% Owner

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director

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

1. Name and Address of Reporting  $\mathsf{Person}^{^\star}$ 

Diamond Susan M

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading Symbol

**HUMANA INC** [ HUM ]

(Last)	•	irst)	(Midd	lle)		3. Date of Earliest Transaction (Month/Day/Year) 05/04/2023									below	Officer (give title Other (specify below) below)  Chief Financial Officer			
500 WEST MAIN STREET  (Street)															6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person				
(Street) LOUISV	TILLE K		Form filed by More than One Reporting Person																
(City)	(S	tate)	(Zip)		_   R	Rule 10b5-1(c) Transaction Indication													
			Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.																
		Tab	le I	- Non-Deri	vativ	re Sec	curit	ies A	cqui	ired, C	isposed	of, or	Benef	icially	/ Owne	d			
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year				ear)	2A. Deemed Execution Date, if any (Month/Day/Year)		ite,			4. Securities Acquired Of (D) (Instr. 3, 4 and 5		15)		Securities Beneficially		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								- (	Code	V A	mount	(A) or (D)	A) or D) Price		Transaction(s) (Instr. 3 and 4)			, ,	
Humana	Common			05/04/202	23				M		1,508	A	\$376.61		6,226		D		
Humana	Common			05/04/202	23				M		1,148	A	\$350	.7875	7,	374	D		
Humana	Common			05/04/202	23	3		_	M		713	A	\$350.7875		1 '	087	D		
Humana				05/04/202	_				S		2,656	D	\$526.0194(13)		+ - '	431	D		
Humana				05/04/202	-			_	S		1,500	D	\$526.7459(14)		- '	931	D		
Humana				05/04/202	-				G		100(15)	D	\$0		3,831		D		
Humana Common 05/05/20			05/05/202	23	)		_	J		700(16)	D	\$0		3,131		D	G		
Humana Common															2,	145	Ι	See Footnote <sup>(1)</sup>	
		-	Tabl	e II - Deriv							sposed o				Owned				
1. Title of Derivative Security (Instr. 3)	Title of 2. 3. Transaction SA. Deemed Execution Date, or Exercise (Month/Day/Year) if any		4. Trans	Transaction code (Instr. s)  5. Nun of Deriva Securi Acquii (A) or Dispo: of (D)		Derivative Securities Acquired (A) or Disposed			cisable and 7. Title and Amount of			8	3. Price of Derivative Security Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio	Ownersh Form: Direct (D or Indire (I) (Instr.	Beneficial Ownership ct (Instr. 4)			
					Code	v	(Instand		Date Exer	e rcisable	Expiration Date	Title	Amou or Numb of Share			(Instr. 4)			
Options <sup>(2)</sup>	\$350.7875	05/04/2023			M			1,861		(2)	02/24/2027	Hum: Comr		861	\$0	0	D		
Options <sup>(3)</sup>	\$376.61	05/04/2023			M			1,508		(3)	02/22/2028	Huma		508	\$0	1,508	D		
Options <sup>(4)</sup>	\$428.6767									(4)	08/01/2028	Hum: Comr		793		3,793	D		
Options <sup>(5)</sup>	\$425.055									(5)	02/21/2029	Huma		562		5,562	D		
Options <sup>(6)</sup>	\$510.2425									(6)	02/24/2030	Hum: Comr		810		6,810	D		
Restricted Stock Units <sup>(7)</sup>	(7)									(8)	(8)	Huma		67		367	D		
Restricted Stock Units <sup>(7)</sup>	(7)									(9)	(9)	Hum: Comr		22		622	D		
Restricted Stock Units <sup>(7)</sup>	(7)									(10)	(10)	Hum: Comr		024		1,024	D		
Restricted Stock Units <sup>(7)</sup>	(7)									(11)	(11)	Huma		764		1,764	D		

	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
		2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		of Deri Sec Acq (A) o Disp of (I	posed D) tr. 3, 4	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	Title	Amount or Number of Shares				
Phan Stock Units	k	(12)							(12)	(12)	Humana Common	321		321	I	See Footnote.(11)

## **Explanation of Responses:**

- 1. Shares held for the benefit of the reporting person as of April 30, 2023 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 buy pursuant to Company's 2019 Amended & Restated Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 2/24/2023, vesting in three annual increments from 2/24/24 to 2/24/26.
- 7. 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).
- 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 08/1/2021, 33% of the award is vesting on 8/1/22, 8/1/23, and 8/1/24.
- 10. 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.
- 11. Restricted stock units granted to reporting person on 02/24/2023, 33% of the award is vesting on 12/15/23, 12/15/24, and 12/15/25.
- 12. Phantom Stock Units held for the benefit of reporting person as of April 30, 2023 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.
- 13. Price reported is weighted average sales price.
- 14. All shares sold at price reported.
- 15. Reporting person made a gift/charitable donation, effective May 4, 2023, in which no value was received in return.
- 16. Reporting person transferred a total of 700 shares of direct ownership on May 5, 2023 pursuant to a Domestic Relations Order.

<u>Susan M. Diamond</u> <u>05/08/2023</u>

\*\* 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.