

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Christopher M Todoroff</u>  (Last) (First) (Middle) HUMANA INC. 500 WEST MAIN STREET  (Street) LOUISVILLE KY 40202  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HUMANA INC [ HUM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Legal Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2019</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

**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								9,277 <sup>(10)</sup>	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 <sup>(6)</sup>	\$167.805							(1)	02/18/2023	Humana Common	6,935	6,935	D	
Options <sup>(2)</sup>	\$217.415							(2)	03/08/2024	Humana Common	15,498	15,498	D	
Options <sup>(3)</sup>	\$239.12							(3)	06/28/2024	Humana Common	7,366	7,366	D	
Options <sup>(4)</sup>	\$268.47							(4)	02/19/2025	Humana Common	6,221	6,221	D	
Restricted Stock Units <sup>(5)</sup>	(5)							(7)	(7)	Humana Common	1,189	1,189	D	
Restricted Stock Units <sup>(5)</sup>	(5)							(8)	(8)	Humana Common	1,620	1,620	D	
Restricted Stock Units <sup>(5)</sup>	(5)							(9)	(9)	Humana Common	963	963	D	

**Explanation of Responses:**

- Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/24/15, vesting in three increments from 02/24/16 to 02/24/18.
- Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 03/08/2017, vesting in three annual increments.
- Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 06/28/2017, 100% of the award is vesting on 06/28/20
- Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/19/18, vesting in three increments from 02/19/19 to 02/19/21.
- 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).
- Reporting Person disclaims Beneficial Ownership of one-half of each option or restricted stock unit held as of December 2016 pursuant to Divorce Decree, exempt under Rule 16a-12.
- Restricted stock units granted to reporting person on 03/08/2017, 33% of the award is vesting on 12/15/17, 12/15/18, and 12/15/19.
- Restricted stock units granted to reporting person on 06/28/17, 100% of the award is vesting on 06/28/20.
- 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.
- On March 5, 2018 and December 27, 2018 reporting person transferred 1,448 and 411 shares, respectively, of direct ownership pursuant to Divorce Decree, exempt under Rule 16a-12.

**Remarks:**

Christopher M. Todoroff      01/31/2019  
 \*\* 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.**