

Cox Heather
Form 4
March 01, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cox Heather

(Last) (First) (Middle)

HUMANA INC., 500 W. MAIN ST.

(Street)

LOUISVILLE, KY 40202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

HUMANA INC [HUM]

3. Date of Earliest Transaction
(Month/Day/Year)

02/25/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Digital & Analytics Off.

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ 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)
Humana Common			Code V	Amount (D)	Price	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)		8. D S (	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options <u>(1)</u>	\$ 332.675							<u>(1)</u>	09/01/2025	Humana Common	10,155
Options <u>(2)</u>	\$ 307.965	02/25/2019		A		5,388		<u>(2)</u>	02/25/2026	Humana Common	5,388
Restricted Stock Units <u>(3)</u>	<u>(3)</u>							<u>(4)</u>	<u>(4)</u>	Humana Common	2,254
Restricted Stock Units <u>(3)</u>	<u>(3)</u>	02/25/2019		A		1,218		<u>(5)</u>	<u>(5)</u>	Humana Common	1,218

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cox Heather HUMANA INC. 500 W. MAIN ST. LOUISVILLE, KY 40202	Chief Digital & Analytics Off.

Signatures

Heather Cox 03/01/2019
Signature of Date
Reporting Person

Explanation of Responses:

- * 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).
- (1) Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive & Non-Qualified stock options granted to reporting person on 9/1/2018, vesting in three increments from 9/1/19 to 9/1/21.
- (2) Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive & Non-Qualified stock options granted to reporting person on 2/25/2019, vesting in three increments from 2/25/20 to 2/25/22.
- (3) 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).
- (4) Restricted stock units granted to reporting person on 9/1/2018, 33% of the award is vesting on 9/1/2019, 9/1/2020 and 9/1/2021.

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(5) Restricted stock units granted to reporting person on 2/25/2019, 33% of the award is vesting on 12/15/2019, 12/15/2020 and 12/15/2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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