

HUMANA INC
Form 3
March 10, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
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response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Wheatley Timothy Alan
(Last) (First) (Middle)

HUMANA INC., 500 WEST
MAIN STREET

(Street)

LOUISVILLE, KY 40202

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
03/01/2017

3. Issuer Name and Ticker or Trading Symbol
HUMANA INC [HUM]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
President, Retail Segment

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

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Humana Common

0

D

À

Humana Common

638

I

See Footnote ⁽⁶⁾

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of

5. Ownership
Form of
Derivative

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Options ⁽¹⁾	Â ⁽¹⁾	02/24/2022	Humana Common	8,136	\$ 164.645	D	Â
Options ⁽²⁾	Â ⁽²⁾	02/18/2023	Humana Common	8,010	\$ 167.805	D	Â
Restricted Stock Units ⁽³⁾	Â ⁽⁴⁾	Â ⁽⁴⁾	Humana Common	1,602	\$ 0 ⁽³⁾	D	Â
Restricted Stock Units ⁽³⁾	Â ⁽⁵⁾	Â ⁽⁵⁾	Humana Common	1,739	\$ 0 ⁽³⁾	D	Â
Phantom Stock Units	Â ⁽⁷⁾	Â ⁽⁷⁾	Humana Common	105	\$ ⁽⁷⁾	I	See Footnote ⁽⁷⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wheatley Timothy Alan HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202	Â	Â	Â President, Retail Segment	Â

Signatures

Timothy A.
Wheatley

03/01/2017

⁽¹⁾Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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. Non-Qualified stock options granted to reporting person on 02/24/2015, vesting in three increments from 02/24/2016 to 02/24/2018.
- (2) Right to buy pursuant to Company's 2011 Stock Incentive Plan. Non-Qualified stock options granted to reporting person on 02/18/2016, vesting in three increments from 02/18/2017 to 02/18/2019.
- (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 08/26/14, 100% of the award is vesting on 08/26/17.
- (5) Restricted stock units granted to reporting person on 02/18/16, 33% of the award is vesting on 12/15/16, 12/15/2017 and 12/15/2018.
- (6) Shares held for the benefit of reporting person as of February 28, 2017 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).

(7)

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Phantom Stock Units held for the benefit of reporting person as of February 28, 2017 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.

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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