

Christopher M Todoroff
Form 4
December 18, 2018

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 *
Christopher M Todoroff

(Last) (First) (Middle)

HUMANA INC., 500 WEST MAIN
STREET

(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)

12/15/2018

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 below) ____ Other (specify below)

Chief Legal Officer

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)
			Code	V	Amount (A) or (D)	Price	
Humana Common	12/15/2018		M		1,540	A \$ 0	10,963 D
Humana Common	12/15/2018		F		717	D \$ 304.045	10,246 D
Humana Common	12/15/2018		M		1,188	A \$ 0	11,434 D
Humana Common	12/15/2018		F		554	D \$ 304.045	10,880 D
Humana Common	12/15/2018		M		480	A \$ 0	11,360 D

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Humana Common 12/15/2018 F 224 D \$ 304.045 11,136 D

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Options <u>(7)</u>	\$ 167.805					<u>(1)</u> 02/18/2023	Humana Common	6,935
Options <u>(2)</u>	\$ 217.415					<u>(2)</u> 03/08/2024	Humana Common	15,498
Options <u>(3)</u>	\$ 239.12					<u>(3)</u> 06/28/2024	Humana Common	7,366
Options <u>(4)</u>	\$ 268.47					<u>(4)</u> 02/19/2025	Humana Common	6,221
Restricted Stock Units <u>(5)</u> <u>(7)</u>	<u>(5)</u>	12/15/2018		M	1,540	<u>(6)</u> <u>(6)</u>	Humana Common	1,540
Restricted Stock Units <u>(5)</u>	<u>(5)</u>	12/15/2018		M	1,188	<u>(8)</u> <u>(8)</u>	Humana Common	1,188
Restricted Stock Units <u>(5)</u>	<u>(5)</u>					<u>(9)</u> <u>(9)</u>	Humana Common	1,620
Restricted Stock Units <u>(5)</u>	<u>(5)</u>	12/15/2018		M	480	<u>(10)</u> <u>(10)</u>	Humana Common	480

Chief Legal Officer

Signatures

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 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.
- (2) 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.
- (3) 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
- (4) 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.
- (5) 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).
- (6) Restricted stock units granted to reporting person on 02/18/16, 33% of the award is vesting on 12/15/16, 12/15/17, and 12/15/18.
- (7) 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.
- (8) 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.
- (9) Restricted stock units granted to reporting person on 06/28/17, 100% of the award is vesting on 06/28/20.
- (10) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.