

Bierbower Elizabeth D
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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bierbower Elizabeth D

(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 ____ Other (specify
below) below)

Segment President

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		646	A \$ 0	14,935 D
Humana Common	12/15/2018		F		288	D \$ 304.045	14,647 D
Humana Common	12/15/2018		M		766	A \$ 0	15,413 D
Humana Common	12/15/2018		F		325	D \$ 304.045	15,071 D
Humana Common	12/15/2018		M		372	A \$ 0	15,443 D

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Humana Common 12/15/2018 F 166 D \$ 304.045 15,277 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. I De Sec (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options <u>(1)</u>	\$ 102.155							<u>(1)</u>	02/18/2021	Humana Common	8,381
Options <u>(2)</u>	\$ 164.645							<u>(2)</u>	02/24/2022	Humana Common	7,627
Options <u>(3)</u>	\$ 167.805							<u>(3)</u>	02/18/2023	Humana Common	8,925
Options <u>(4)</u>	\$ 217.415							<u>(4)</u>	03/08/2024	Humana Common	14,997
Options <u>(5)</u>	\$ 268.47							<u>(5)</u>	02/19/2025	Humana Common	4,817
Restricted Stock Units <u>(6)</u>	<u>(6)</u>	12/15/2018		M		646		<u>(7)</u>	<u>(7)</u>	Humana Common	646
Restricted Stock Units <u>(6)</u>	<u>(6)</u>	12/15/2018		M		766		<u>(8)</u>	<u>(8)</u>	Humana Common	766
Restricted Stock Units <u>(6)</u>	<u>(6)</u>	12/15/2018		M		372		<u>(9)</u>	<u>(9)</u>	Humana Common	372

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bierbower Elizabeth D HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202			Segment President	

Signatures

Elizabeth D.
Bierbower

****Signature of Reporting Person** _____ **Date** _____

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 02/18/2014, vesting in three increments from 02/18/2015 to 02/18/2017.
- (2) 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.
- (3) 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.
- (4) 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. 9,998 options vesting in 3 annual increments, and 4,999 options fully vest three years from date of grant.
- (5) Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/19/2018, vesting in three increments from 02/19/19 to 02/19/21.
- (6) 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).
- (7) 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.
- (8) Restricted stock units granted to reporting person on 03/08/17. 2,299 shares vesting in three annual increments on 12/15/17, 12/15/18, and 12/15/19. 1,149 shares fully vest three years from date of grant.
- (9) 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.