

HUMANA INC
 Form 144
 March 06, 2017

UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
 FORM 144

OMB APPROVAL
 OMB
 Number: 3235-0101
 Expires: May 31,
 2017
 Estimated average burden
 hours per
 response. 1.00

NOTICE OF PROPOSED SALE OF SECURITIES
 PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

SEC USE ONLY
 DOCUMENT SEQUENCE
 NO.
 CUSIP NUMBER

1 (a) NAME OF ISSUER (Please type or print)
 Humana Inc.

(b) IRS IDENT. NO. 61-0647538
 (c) S.E.C. WORK LOCATION FILE NO. 1-5975

1 (d) ADDRESS OF ISSUER

STREET
 STATE ZIP CODE

CITY

(e) TELEPHONE
 AREA NUMBER
 CODE 580-1000
 502

500 West Main
 Street Louisville KY 40202

2 (a) NAME OF PERSON FOR
 WHOSE ACCOUNT THE SECURITIES
 ARE TO BE SOLD
 James E. Murray

(b) RELATIONSHIP TO ISSUER
 (c) ADDRESS STREET CITY STATE ZIP CODE
 Enterprise Vice President and Chief Operating Officer
 500 W. Main Street Louisville
 KY 40202

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. identification Number and the S.E.C. File Number

| 3 (a) | (b) | SEC USE ONLY | (c) | (d) | (e) | (f) | (g) |
|---|--|---------------------------|---|---|--|---|---|
| Title of the Class of Securities To Be Sold | Name and Address of Each Broker Through Whom the Securities Are To Be Offered or Each Market Maker who is Acquiring the Securities | Broker-Dealer File Number | Number of Shares or Other Units To Be Sold (See Instr. 3 (c)) | Aggregate Market Value (See Instr. 3 (d)) | Number of Shares or Other Units Outstanding (See Instr. 3 (e)) | Approximate Date of Sale (MO. DAY YR.) (See Instr. 3 (f)) | Name of Each Securities Exchange (See instr. 3 (g)) |
| Common | Morgan Stanley 899 Cassatt Road Suite 100 | | 31,151 | \$6,636,798 based on FMV/31/2017 | 988,498,407 as of 3/31/2017 | 03/06/2017 | NYSE |

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Berwyn, PA 19312

on

03/03/17

*Charles Schwab

of

& Co., Inc.

\$213.0525

9899 Schwab Way

Lone Tree, CO

80124

INSTRUCTIONS:

- 1. (a) Name of Issuer
- (b) Issuer's I.R.S. Identification Number
- (c) Issuer's S.E.C. file number, if any
- (d) Issuer's address, including zip code
- (e) Issuer's telephone number, including area code
- 2. (a) Name of person for whose account the securities are to be sold
- (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
- (c) Such person's address, including zip code
- 3. (a) Title of the class of securities to be sold
- (b) Name and Address of each broker through whom the securities are intended to be sold
- (c) Number of shares or other units to be sold (if debt securities, give the aggregate principal amount)
- (d) Aggregate market value of the securities to be sold as of a specified date with the following information:
 - I Number of shares or other units of the class outstanding, or if debt securities the face amount of the securities, as of the date specified in (d)
 - II Number of shares or other units of the class held by the issuer as of the date specified in (d)
 - III Number of shares or other units of the class held by the issuer's immediate family members as of the date specified in (d)
 - IV Number of shares or other units of the class held by the issuer's officers, directors, 10% stockholders, or members of immediate family of any of the foregoing as of the date specified in (d)
 - V Number of shares or other units of the class held by the issuer's affiliates as of the date specified in (d)
 - VI Number of shares or other units of the class held by the issuer's subsidiaries as of the date specified in (d)
 - VI Number of shares or other units of the class held by the issuer's subsidiaries as of the date specified in (d)
 - (g) Name of each securities exchange, if any, on which the securities are intended to be sold

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 control number.

SEC 1147 (08-07)

TABLE I – SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor.

| Title of the Class | Date you Acquired | Nature of Acquisition Transaction | Name of the Person from Whom Acquired (if gift, also give date donor acquired) | Amount of Securities Acquired | Date of Payment | Nature of Payment |
|--------------------|-------------------|-----------------------------------|--|-------------------------------|-----------------|-------------------|
| Common | 03/06/2017 | Non-Qualified Stock | Issuer | 10,846 | 03/06/2017 | Cash |
| Common | 09/13/2006 | Option | Issuer | 4,813 | 09/13/2006 | Stock Swap |
| Common | 08/03/2007 | Stock Option | Issuer | 7,594 | 08/03/2007 | Stock Swap |
| Common | 11/25/2009 | Stock Option | Issuer | 7,898 | 11/25/2009 | Stock Swap |
| | | Stock Option | | | | |

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II – SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|--|--------------------------|--------------|---------------------------|----------------|
| James E. Murray | Humana Common | 2/21/2017 | 45,189 | \$9,267,687.16 |
| 500 West Main Street Louisville, KY 40202 | Humana Common | 02/22/2017 | 9,523 | \$1,949,216.42 |

REMARKS: Morgan Stanley to sell a total of 20,305 shares. Charles Schwab to sell a total of 10,846 shares.

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the issuer of the securities to be sold which has sales by all persons whose sales are required by not been publicly disclosed. If each person has adopted a paragraph (e) of Rule 144 to be aggregated with sales written trading plan or given trading instructions to satisfy for the account of the person filing this notice.

ATTENTION:

Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan

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adoption or instruction date.

3/06/2017

DATE OF NOTICE

/s/ James E. Murray
(SIGNATURE)

DATE OF PLAN OR GIVING OF INSTRUCTION,
IF RELYING ON RULE 10B5-1

This notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.

Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

SEC 1147 (02-08)