

Kane Brian A  
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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Kane Brian A

(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)

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 below) \_\_\_\_ Other (specify  
below)

Chief Financial 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)
Humana Common			Code V	Amount (D) Price	20,615	D	

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

**Persons who 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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options <u>(1)</u>	\$ 164.645							<u>(1)</u>	02/24/2022	Humana Common	21,014
Options <u>(2)</u>	\$ 167.805							<u>(2)</u>	02/18/2023	Humana Common	20,804
Options <u>(3)</u>	\$ 217.415							<u>(3)</u>	03/08/2024	Humana Common	29,995
Options <u>(4)</u>	\$ 268.47							<u>(4)</u>	02/19/2025	Humana Common	12,041
Options <u>(5)</u>	\$ 307.965	02/25/2019		A		11,674		<u>(5)</u>	02/25/2026	Humana Common	11,674
Restricted Stock Units <u>(6)</u>	<u>(6)</u>							<u>(7)</u>	<u>(7)</u>	Humana Common	3,833
Restricted Stock Units <u>(6)</u>	<u>(6)</u>							<u>(8)</u>	<u>(8)</u>	Humana Common	1,863
Restricted Stock Units <u>(6)</u>	<u>(6)</u>	02/25/2019		A		2,638		<u>(9)</u>	<u>(9)</u>	Humana Common	2,638

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kane Brian A HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202			Chief Financial Officer	

## Signatures

Brian A. Kane                      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 the 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 02/18/16, vesting in three increments from 02/18/17 to 02/18/19.
- (3) 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. 19,997 options vesting in three annual increments, and 9,998 options fully vest three years from the date of grant.
- (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 buy pursuant to Company's 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/25/19, vesting in three increments from 02/25/20 to 02/25/22.
- (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 03/08/2017, 4,599 shares vesting in three annual increments on 12/15/17, 12/15/18, and 12/15/19. 2,299 shares fully vest three years from the date of grant.
- (8) 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.
- (9) Restricted stock units granted to reporting person on 02/25/19, 33% of the award is vesting on 12/15/19, 12/15/20, and 12/15/21.

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.