

HUMANA INC  
Form 4  
June 30, 2017

**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 \*  
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)

06/28/2017

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)

Sr. VP and General Counsel

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Humana<br>Common                      |                                         |                                                             | Code V                               | Amount (D)                                                                 | Price                                                                                                              | 9,992                                                                | D                                                                 |

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

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information contained in this form are not  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Date<br>of<br>Transaction<br>(Instr. 3 and 4) |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|--------------------------------------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                            | Amount<br>or<br>Number<br>of Shares |
| Options <u>(1)</u><br><u>(7)</u>                    | \$ 164.645                                                         |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | <u>(1)</u>                                                          | 02/24/2022         | Humana<br>Common                                 | 21,014                              |
| Options <u>(2)</u><br><u>(7)</u>                    | \$ 167.805                                                         |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | <u>(2)</u>                                                          | 02/18/2023         | Humana<br>Common                                 | 20,804                              |
| Options <u>(3)</u>                                  | \$ 217.415                                                         |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | <u>(3)</u>                                                          | 03/08/2024         | Humana<br>Common                                 | 15,498                              |
| Options <u>(4)</u>                                  | \$ 239.12                                                          | 06/28/2017                              |                                                             | A                                    |                                                                                                                 | 7,366                                                          |     | <u>(4)</u>                                                          | 06/28/2024         | Humana<br>Common                                 | 7,366                               |
| Restricted<br>Stock<br>Units <u>(5)</u> <u>(7)</u>  | <u>(5)</u>                                                         |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | <u>(6)</u>                                                          | <u>(6)</u>         | Humana<br>Common                                 | 3,079                               |
| Restricted<br>Stock<br>Units <u>(5)</u>             | <u>(5)</u>                                                         |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | <u>(8)</u>                                                          | <u>(8)</u>         | Humana<br>Common                                 | 3,564                               |
| Restricted<br>Stock<br>Units <u>(5)</u>             | <u>(5)</u>                                                         | 06/28/2017                              |                                                             | A                                    |                                                                                                                 | 1,620                                                          |     | <u>(9)</u>                                                          | <u>(9)</u>         | Humana<br>Common                                 | 1,620                               |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships |           |                                  |       |
|---------------------------------------------------------------------------------------|---------------|-----------|----------------------------------|-------|
|                                                                                       | Director      | 10% Owner | Officer                          | Other |
| Christopher M Todoroff<br>HUMANA INC.<br>500 WEST MAIN STREET<br>LOUISVILLE, KY 40202 |               |           | Sr. VP and<br>General<br>Counsel |       |

## Signatures

Christopher M.  
Todoroff 06/30/2017

                     \*\*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 02/24/15, 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, vesting in three annual increments.
- (4) 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, vesting in three annual increments.
- (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, vesting in three annual increments.
- (9) Restricted stock units granted to reporting person on 06/28/2017, vesting in three annual increments.

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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