

JONES DAVID A JR/KY
Form 4
August 25, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JONES DAVID A JR/KY

(Last) (First) (Middle)

CHRYSALIS VENTURES,
INC., 101 S. FIFTH STREET,
SUITE 1650

(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)
08/23/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Humana Common					761 ⁽⁸⁾	D	
Humana Common					1,300	I	See Footnote ⁽²⁾
Humana Common					1,300	I	See Footnote ⁽¹⁾
Humana Common	08/23/2017		G	4,000 D \$ 0 ⁽⁶⁾	96,050 ⁽⁷⁾	I	See Footnote

(5)

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. Price of Derivative Security (Instr. 5)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Restricted Stock Units ⁽³⁾							<u>(3)</u>	<u>(3)</u>	Humana Common	5,892
Restricted Stock Units ⁽⁴⁾							<u>(4)</u>	<u>(4)</u>	Humana Common	95

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JONES DAVID A JR/KY
CHRYSLIS VENTURES, INC.
101 S. FIFTH STREET, SUITE 1650
LOUISVILLE, KY 40202

X

Signatures

David A. Jones,
Jr.

08/25/2017

**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) Shares held by spouse as custodian for daughter.

(2) Shares held by spouse as custodian for son.

(3) Annual Director's fee payable in stock units which have been deferred at the election of the reporting person until his resignation of services as a director at which time the stock units will be payable in Humana Inc. common stock on a 1-for-1 basis, exempt pursuant to Rule 16(b)-3(d)(1).

(4) Director's dividend payment reinvested into stock units on vested and deferred stock units, deferred in accordance with the Plan until his resignation of services as a director at which time the deferred dividend stock units will be payable in Humana Inc. common stock on a 1-for-1 basis, exempt pursuant to Rule 16(b)-3(d).

(5) Shares held by a revocable trust account (Dec 2009), on which reporting person is the sole trustee, holding certain shares of Humana Inc. common stock.

(6) This transaction represents a gift/charitable donation effective August 23, 2017. This is not a market transaction and no value was received in return for the shares.

(7) On March 22, 2017 Mr. Jones transferred 27,050 indirect shares from his grantor retained annuity trust (GRAT #2) to his revocable trust account. On June 2, 2017 he transferred 52,198 indirect shares from his grantor retained annuity trust (GRAT #1) to his revocable trust account. These transactions were not reportable pursuant to SEC rule 16a-13. GRAT #1 and GRAT #2 have a balance of 0 shares, and therefore were removed from Table I reporting. On August 23, 2017 he gifted 4,000 shares from his revocable trust account. This reflects the balance following these three transactions.

(8) Includes 761 restricted stock units pursuant to the annual Director's Fee Program representing a contingent right to receive one share of Humana Inc. common stock, exempt under Rule 16b-3(d)(1)&(3) under the Company's 2011 Plan of which 100% is vesting on 12/31/2017.

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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