

JONES DAVID A JR/KY  
Form 4  
January 04, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)  
11/16/2011

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                                      |
| Humana Common                   | 01/02/2019                           |  | A                              |   | 588   | A  | \$ 0                                       |
|                                 |                                      |  |                                |   | 588   |  | (5)  |
| Humana Common                   | 11/16/2011                           |  | S                              |   | 600   | D  | \$ 88.0504                                 |
|                                 |                                      |  |                                |   | 2,000   |  |  |
| Humana Common                   | 03/16/2012                           |  | S                              |   | 400   | D  | \$ 86.3206                                 |
|                                 |                                      |  |                                |   | 1,600   |  |  |
| Humana Common                   | 06/10/2014                           |  | S                              |   | 400   | D  | \$ 124.4949                                |
|                                 |                                      |  |                                |   | 1,200   |  |  |

See Footnote (1)  
See Footnote (1)  
See Footnote

|               |            |   |     |   |             |        |   |  | (1)              |
|---------------|------------|---|-----|---|-------------|--------|---|--|------------------|
| Humana Common | 08/11/2014 | S | 200 | D | \$ 120.2401 | 1,000  | I |  | See Footnote (1) |
| Humana Common | 05/18/2017 | S | 200 | D | \$ 230.0401 | 800    | I |  | See Footnote (1) |
| Humana Common |            |   |     |   |             | 87,484 | I |  | See Footnote (4) |

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

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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)

| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Restricted Stock Units (2)                 | (2)  |                                      |  |                                |   | (2) (2)  | Humana Common   | 5,892                                      |
| Restricted Stock Units (3)                 | (3)  |                                      |  |                                |   | (3) (3)  | Humana Common   | 95   |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

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

## Signatures

David A. Jones,                      01/04/2019  
Jr.

\_\_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) Shares held in two trusts for the benefit of reporting person's son/daughter, respectively, in each case where the reporting person is the sole trustee. Amounts reported reflect equal sales and subsequent holdings from each trust on the reported dates that were inadvertently omitted from prior filings.

(2) 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).

(3) 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).

(4) 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. 658 shares were transferred to trust on January 2, 2019 from directly held brokerage account.

(5) Includes 588 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 12/31/2019.

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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