

Wheatley Timothy Alan  
Form 4  
December 18, 2018

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Wheatley Timothy Alan

(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)  
12/15/2018

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)

Segment President, Retail

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 Acquired (A)<br>or 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:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                   |                                                                   |
| Humana<br>Common                      | 12/15/2018                              |                                                             | M                                    |                                                                         | 870                                                                                                                | A \$ 0                                                                  | 5,300 D                                                           |
| Humana<br>Common                      | 12/15/2018                              |                                                             | F                                    |                                                                         | 405                                                                                                                | D \$<br>304.045                                                         | 4,895 D                                                           |
| Humana<br>Common                      | 12/15/2018                              |                                                             | M                                    |                                                                         | 996                                                                                                                | A \$ 0                                                                  | 5,891 D                                                           |
| Humana<br>Common                      | 12/15/2018                              |                                                             | F                                    |                                                                         | 464                                                                                                                | D \$<br>304.045                                                         | 5,427 D                                                           |
| Humana<br>Common                      | 12/15/2018                              |                                                             | M                                    |                                                                         | 511                                                                                                                | A \$ 0                                                                  | 5,938 D                                                           |

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|                  |            |   |     |   |               |       |   |                        |
|------------------|------------|---|-----|---|---------------|-------|---|------------------------|
| Humana<br>Common | 12/15/2018 | F | 238 | D | \$<br>304.045 | 5,700 | D |                        |
| Humana<br>Common | 12/15/2018 | M | 107 | A | \$ 0          | 5,807 | D |                        |
| Humana<br>Common | 12/15/2018 | F | 50  | D | \$<br>304.045 | 5,757 | D |                        |
| Humana<br>Common |            |   |     |   |               | 760   | I | See<br>Footnote<br>(1) |

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>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.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (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. I.<br>Der<br>Sec<br>(In |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |                            |
| Options <u>(2)</u>                                  | \$ 167.805                                                            |                                         |                                                             |                                         |                                                                                                                    | <u>(2)</u>                                                     | 02/18/2023         | Humana<br>Common                                                    | 8,010                               |                            |
| Options <u>(3)</u>                                  | \$ 217.415                                                            |                                         |                                                             |                                         |                                                                                                                    | <u>(3)</u>                                                     | 03/08/2024         | Humana<br>Common                                                    | 16,165                              |                            |
| Options <u>(4)</u>                                  | \$ 268.47                                                             |                                         |                                                             |                                         |                                                                                                                    | <u>(4)</u>                                                     | 02/19/2025         | Humana<br>Common                                                    | 6,623                               |                            |
| Options <u>(5)</u>                                  | \$ 271.14                                                             |                                         |                                                             |                                         |                                                                                                                    | <u>(5)</u>                                                     | 03/01/2025         | Humana<br>Common                                                    | 1,391                               |                            |
| Restricted<br>Stock<br>Units <u>(6)</u>             | <u>(6)</u>                                                            | 12/15/2018                              |                                                             | M                                       |                                                                                                                    | <u>(7)</u>                                                     | <u>(7)</u>         | Humana<br>Common                                                    | 870                                 |                            |
| Restricted<br>Stock<br>Units <u>(6)</u>             | <u>(6)</u>                                                            | 12/15/2018                              |                                                             | M                                       |                                                                                                                    | <u>(8)</u>                                                     | <u>(8)</u>         | Humana<br>Common                                                    | 996                                 |                            |

|                                       |      |            |   |     |             |             |               |     |
|---------------------------------------|------|------------|---|-----|-------------|-------------|---------------|-----|
| Restricted Stock Units <sup>(6)</sup> | (6)  | 12/15/2018 | M | 511 | <u>(9)</u>  | <u>(9)</u>  | Humana Common | 511 |
| Restricted Stock Units <sup>(6)</sup> | (6)  | 12/15/2018 | M | 107 | <u>(10)</u> | <u>(10)</u> | Humana Common | 107 |
| Phantom Stock Units <sup>(11)</sup>   | (11) |            |   |     | <u>(11)</u> | <u>(11)</u> | Humana Common | 117 |

## Reporting Owners

| Reporting Owner Name / Address                                                       | Relationships |           |                           |       |
|--------------------------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                                                      | Director      | 10% Owner | Officer                   | Other |
| Wheatley Timothy Alan<br>HUMANA INC.<br>500 WEST MAIN STREET<br>LOUISVILLE, KY 40202 |               |           | Segment President, Retail |       |

## Signatures

Timothy A. Wheatley 12/18/2018

    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 for the benefit of reporting person as of November 30, 2018 under the Humana Retirement Savings Plan including routine payroll deductions, quarterly dividend allocation, and a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, exempt under Rule 16b-3(c).

(2) Right to buy pursuant to Company's 2011 Stock Incentive Plan. Non-Qualified stock options granted to reporting person on 02/18/2016, vesting in three increments from 02/18/2017 to 02/18/2019.

(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. 12,998 options vesting in three annual increments, and 7,499 options fully vest three years from the date of grant.

(4) Right to buy pursuant to Company's 2011 Stock Incentive Plan. Non-Qualified stock options granted to reporting person on 02/19/2018, vesting in three increments from 02/19/2019 to 02/19/2021.

(5) Right to buy pursuant to Company's 2011 Stock Incentive Plan. Non-Qualified stock options granted to reporting person on 03/1/2018, vesting in three increments from 3/1/19 to 3/1/21.

(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 02/18/16, 33% of the award is vesting on 12/15/16, 12/15/2017 and 12/15/2018.

(8) Restricted stock units granted to reporting person on 03/08/17, 2,989 shares vesting in three annual increments on 12/15/17, 12/15/18, and 12/15/19. 1,724 shares fully vest three years from the date of grant.

(9) 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.

(10) Restricted stock units granted to reporting person on 03/1/18, 33% of the award is vesting on 12/15/18, 12/15/19 and 12/15/20.

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Phantom Stock Units held for the benefit of reporting person as of November 30, 2018 based on the value of Humana common stock on (11) a 1-for-1 basis, under the Humana Retirement Equalization Plan. The ending number of units reflects normal fluctuation due to changes in stock price.

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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