

Wheatley Timothy Alan
 Form 4
 December 18, 2018

FORM 4

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

OMB APPROVAL

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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 *
 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
 Officer (give title below) _____ Other (specify below)

Segment President, Retail

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 or Price				
Humana Common	12/15/2018		M		870	A	\$ 0	5,300	D
Humana Common	12/15/2018		F		405	D	\$ 304.045	4,895	D
Humana Common	12/15/2018		M		996	A	\$ 0	5,891	D
Humana Common	12/15/2018		F		464	D	\$ 304.045	5,427	D
Humana Common	12/15/2018		M		511	A	\$ 0	5,938	D

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

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

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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. Amount or Number of Shares
Options ⁽²⁾	\$ 167.805					⁽²⁾ 02/18/2023	Humana Common	8,010
Options ⁽³⁾	\$ 217.415					⁽³⁾ 03/08/2024	Humana Common	16,165
Options ⁽⁴⁾	\$ 268.47					⁽⁴⁾ 02/19/2025	Humana Common	6,623
Options ⁽⁵⁾	\$ 271.14					⁽⁵⁾ 03/01/2025	Humana Common	1,391
Restricted Stock Units ⁽⁶⁾	⁽⁶⁾	12/15/2018		M	870	⁽⁷⁾ ⁽⁷⁾	Humana Common	870
Restricted Stock Units ⁽⁶⁾	⁽⁶⁾	12/15/2018		M	996	⁽⁸⁾ ⁽⁸⁾	Humana Common	996

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wheatley Timothy Alan HUMANA INC. 500 WEST MAIN STREET 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. 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.