

LeClaire Brian P.
Form 4
February 21, 2019

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 *
LeClaire Brian P.

(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)
02/19/2019

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)

Chief Information Officer

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 (D) Price | | | |
| Humana Common | 02/19/2019 | | M | 595 A \$ 0 | 8,153 | D | |
| Humana Common | 02/19/2019 | | F | 325 D \$ 307.215 (9) | 7,828 | D | |
| Humana Common | 02/19/2019 | | M | 4,327 A \$ 0 | 12,155 | D | |
| Humana Common | 02/19/2019 | | S | 4,327 D \$ 308.0612 (10) | 7,828 | D | |
| Humana Common | | | | | 134 | I | (See Footnote) |

(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 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 (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 <u>(2)</u> | \$ 167.805 | 02/19/2019 | | M | 4,922 | <u>(2)</u> 02/18/2023 | Humana Common | 4,922 |
| Options <u>(3)</u> | \$ 217.415 | | | | | <u>(3)</u> 03/08/2024 | Humana Common | 18,082 |
| Options <u>(4)</u> | \$ 268.47 | | | | | <u>(4)</u> 02/19/2025 | Humana Common | 6,221 |
| Restricted Stock Units <u>(5)</u> | <u>(5)</u> | | | | | <u>(6)</u> <u>(6)</u> | Humana Common | 2,971 |
| Restricted Stock Units <u>(5)</u> | <u>(5)</u> | | | | | <u>(7)</u> <u>(7)</u> | Humana Common | 963 |
| Phantom Stock Units <u>(8)</u> | <u>(8)</u> | | | | | <u>(8)</u> <u>(8)</u> | Humana Common | 61 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LeClaire Brian P. HUMANA INC. 500 WEST MAIN STREET | | | Chief Information Officer | |

LOUISVILLE, KY 40202

Signatures

Brian P.
LeClaire

02/21/2019

__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) Stock units held for the benefit of reporting person as of January 31, 2019 under the Humana Retirement & Savings Plan including a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, both exempt under Rule 16b-3(c).
- (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. 15,498 options vesting in three annual increments, and 7,749 options fully vest three years from the date of grant.
- (4) Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/19/18, vesting in three increments from 02/19/19 to 02/19/21.
- (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 03/08/2017, 3,564 shares vesting in three annual increments on 12/15/17, 12/15/18, and 12/15/19. 1,782 shares fully vest three years from the date of grant.
- (7) 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.
- (8) Phantom Stock Units held for the benefit of reporting person as of January 31, 2019 based on the value of Humana common stock on 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.
- (9) Shares swapped for payment of purchase price on stock option exercise using fair market value on February 15, 2019 pursuant to Humana Inc's 2011 Stock Incentive Plan.
- (10) All shares sold at price of \$308.0612.

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.