

HUMANA INC  
Form 4  
February 22, 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 \*  
Christopher M Todoroff

(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)  
02/18/2017

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)

Sr. VP and General Counsel

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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D) Price			
Humana Common	02/18/2017		M		10,651 (10)	A	\$ 0 23,675 (9)	D
Humana Common	02/18/2017		F		4,644	D	\$ 205.325 19,031	D
Humana Common	02/21/2017		M		15,086	A	\$ 102.155 34,117	D
Humana Common	02/21/2017		M		4,861	A	\$ 72.84 38,978	D
Humana Common	02/21/2017		F		487	D	\$ 205.24 38,491	D

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Humana  
Common 02/21/2017 S 24,140 D 205,3252 14,351 D  
\$  
(11)

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)	Amount or Number of Shares
Options <sup>(1)</sup> <u>(8)</u>	\$ 72.84	02/21/2017		M	4,861	<sup>(1)</sup> <u>(1)</u> 02/20/2020	Humana Common	4,681
Options <sup>(2)</sup> <u>(8)</u>	\$ 102.155	02/21/2017		M	15,086	<sup>(2)</sup> <u>(2)</u> 02/18/2021	Humana Common	15,086
Options <sup>(3)</sup> <u>(8)</u>	\$ 164.645					<sup>(3)</sup> <u>(3)</u> 02/24/2022	Humana Common	21,014
Options <sup>(4)</sup> <u>(8)</u>	\$ 167.805					<sup>(4)</sup> <u>(4)</u> 02/18/2023	Humana Common	20,804
Restricted Stock Units <sup>(5)</sup> <u>(8)</u>	<sup>(5)</sup>	02/18/2017		M	3,304	<sup>(6)</sup> <u>(6)</u> <sup>(6)</sup> <u>(6)</u>	Humana Common	3,304
Restricted Stock Units <sup>(5)</sup> <u>(8)</u>	<sup>(5)</sup>					<sup>(7)</sup> <u>(7)</u> <sup>(7)</sup> <u>(7)</u>	Humana Common	3,079

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Christopher M Todoroff HUMANA INC. 500 WEST MAIN STREET			Sr. VP and General Counsel	

LOUISVILLE, KY 40202

## Signatures

Christopher M.  
Todoroff

02/22/2017

\_\_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) Right to buy pursuant to Company's 2003 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/20/13, vesting in three increments from 02/20/14 to 02/20/16.
- (2) Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/18/14, vesting in three increments from 02/18/15 to 02/18/17.
- (3) Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/24/15, vesting in three increments from 02/24/16 to 02/24/18.
- (4) 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.
- (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 02/18/14, 100% of the award is vesting on 02/18/17.
- (7) Restricted stock units granted to reporting person on 02/18/16, 33% of the award is vesting on 12/15/16, 12/15/17, and 12/15/18.
- (8) Reporting Person disclaims Beneficial Ownership of one-half of each option or restricted stock unit held as of December 2016 pursuant to Divorce Decree, except under Rule 16a-12.  
  
On December 21, 2016 reporting person transferred 383 shares of direct ownership pursuant to a Domestic Relations Order signed on  
(9) November 17, 2016. Reporting person was afforded a filing exemption under Rule 16a-12, which extends to securities transferred pursuant to a Domestic Relations Order, pursuant to IRC Section 414(p)(1)(B).
- (10) Includes both time based (3,304) and performance based (7,347) restricted stock units that vested on 2/18/17.
- (11) Shares sold at prices ranging from \$205.00 to \$206.261.

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.