Jasser Joseph William Form 4 December 19, 2017

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

OMB 3235-0287 Number: January 31,

Expires: 2005 Estimated average

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Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Jasser Joseph William			2. Issuer Name <b>and</b> Ticker or Trading Symbol HUMANA INC [HUM]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
HUMANA INC., 500 WEST MAIN STREET (Street)			12/15/2017	X Officer (give title Other (specify below)		
				Seg. President, Care Delivery		
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
LOUISVILLE, KY 40202				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	Table Table	e I - Non-D	erivative)	Secui	rities Acqu	ired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securin(A) or Di (Instr. 3,	ispose	d of (D)	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)
Humana Common	12/15/2017		M	306	A	\$ 0	306	D	
Humana Common	12/15/2017		F	84	D	\$ 253.62	222	D	

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)

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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. Transacti Code (Instr. 8)	5. Number owf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Expiration I	Date	7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (1)	\$ 217.415					(1)	03/08/2024	Humana Common	5,998
Restricted Stock Units (2)	\$ 0 (2)					(3)	(3)	Humana Common	1,011
Restricted Stock Units (2)	\$ 0 (2)	12/15/2017		M	306	<u>(4)</u>	<u>(4)</u>	Humana Common	306

# **Reporting Owners**

Panarting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

Jasser Joseph William HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202

Seg. President, Care Delivery

### **Signatures**

Joseph W. 12/19/2017 Jasser

\*\*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) Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive stock options granted to reporting person on 03/08/2017. 3,999 options vesting in three annual increments, and 1,999 options fully vest three years from the date of grant.
- (2) 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).

Reporting Owners 2

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- (3) Restricted stock units granted to reporting person on 01/04/2017, 33% of the award is vesting on 01/04/2018, 01/04/2019 and 01/04/2020.
- (4) Restricted stock units granted to reporting person on 03/08/2017, 919 shares vesting in three annual increments on 12/15/17, 12/15/18, and 12/15/19. 459 shares fully vest three years from the date of grant.

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.