

HUMANA INC  
Form 3  
March 10, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Â Bierbower Elizabeth D                   |         | (Month/Day/Year)                     | HUMANA INC [HUM]   |  |
| (Last)                                    | (First) | (Middle)                             | 03/01/2017   |  |
| HUMANA INC.,Â 500 WEST MAIN STREET        |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| LOUISVILLE,Â KYÂ 40202                    |         |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
|   |         |                                      | (give title below)   | (specify below)                                      |
|   |         |                                      | President, Group Segment   |  |
|   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Humana Common                      | 27,828   | D   | Â  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|---|--|
|---|---|--|--|---|--|

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|                                       | Date Exercisable | Expiration Date  |               | Amount or Number of Shares |                     | or Indirect (I) (Instr. 5) |   |
|---------------------------------------|------------------|------------------|---------------|----------------------------|---------------------|----------------------------|---|
| Options <sup>(1)</sup>                | Â <sup>(1)</sup> | 06/20/2019       | Humana Common | 1,804                      | \$ 79.655           | D                          | Â |
| Options <sup>(2)</sup>                | Â <sup>(2)</sup> | 02/20/2020       | Humana Common | 1,734                      | \$ 72.84            | D                          | Â |
| Options <sup>(3)</sup>                | Â <sup>(3)</sup> | 02/18/2021       | Humana Common | 8,381                      | \$ 102.155          | D                          | Â |
| Options <sup>(4)</sup>                | Â <sup>(4)</sup> | 02/24/2022       | Humana Common | 7,627                      | \$ 164.645          | D                          | Â |
| Options <sup>(5)</sup>                | Â <sup>(5)</sup> | 02/18/2023       | Humana Common | 8,925                      | \$ 167.805          | D                          | Â |
| Restricted Stock Units <sup>(6)</sup> | Â <sup>(7)</sup> | Â <sup>(7)</sup> | Humana Common | 1,292                      | \$ 0 <sup>(6)</sup> | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Bierbower Elizabeth D<br>HUMANA INC.<br>500 WEST MAIN STREET<br>LOUISVILLE, KY 40202 | Â             | Â         | Â President, Group Segment | Â     |

## Signatures

Elizabeth D. Bierbower 03/02/2017

         \*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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. Non-Qualified stock options granted to reporting person on 06/20/2012, vesting in three increments from 06/20/2013 to 06/20/2015.
- (2) Right to buy pursuant to Company's 2003 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/20/2013, vesting in three increments from 02/20/2014 to 02/20/2016.
- (3) Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/18/2014, vesting in three increments from 02/18/2015 to 02/18/2017.
- (4) Right to buy pursuant to Company's 2011 Stock Incentive Plan. Non-Qualified stock options granted to reporting person on 02/24/2015, vesting in three increments from 02/24/2016 to 02/24/2018.
- (5) 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.
- (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).

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(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.

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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