

Christopher M Todoroff  
 Form 4  
 February 21, 2018

**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)  
 02/19/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_X\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

Chief Legal Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_X\_\_\_ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Humana Common                   |                                      |  |                                | (A)<br>or<br>(D)  | 8,975 <sup>(12)</sup>   | 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. Transaction Code | 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 <sup>(1)</sup> <sub>(8)</sub>                | \$ 164.645   |                                      |  |                     |   | <sup>(1)</sup><br>02/24/2022                             | Humana Common   | 7,005                         |
| Options <sup>(2)</sup> <sub>(8)</sub>                | \$ 167.805   |                                      |  |                     |   | <sup>(2)</sup><br>02/18/2023                             | Humana Common   | 13,870                        |
| Options <sup>(3)</sup>                               | \$ 217.415   |                                      |  |                     |   | <sup>(3)</sup><br>03/08/2024                             | Humana Common   | 15,498                        |
| Options <sup>(4)</sup>                               | \$ 239.12  |                                      |  |                     |   | <sup>(4)</sup><br>06/28/2024                             | Humana Common   | 7,366                         |
| Options <sup>(5)</sup>                               | \$ 268.47  | 02/19/2018                           |  | A                   | 6,221   | <sup>(5)</sup><br>02/19/2025                             | Humana Common   | 6,221                         |
| Restricted Stock Units <sup>(6)</sup> <sub>(8)</sub> | <sup>(6)</sup>   |                                      |  |                     |   | <sup>(7)</sup><br><sup>(7)</sup>                         | Humana Common   | 1,540                         |
| Restricted Stock Units <sup>(6)</sup>                | <sup>(6)</sup>   |                                      |  |                     |   | <sup>(9)</sup><br><sup>(9)</sup>                         | Humana Common   | 2,377                         |
| Restricted Stock Units <sup>(6)</sup>                | <sup>(6)</sup>   |                                      |  |                     |   | <sup>(10)</sup><br><sup>(10)</sup>                       | Humana Common   | 1,620                         |
| Restricted Stock Units <sup>(6)</sup>                | <sup>(6)</sup>   | 02/19/2018                           |  | A                   | 1,443   | <sup>(11)</sup><br><sup>(11)</sup>                       | Humana Common   | 1,443                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                     |       |
|---|---------------|-----------|---------------------|-------|
|   | Director      | 10% Owner | Officer             | Other |
| Christopher M Todoroff<br>HUMANA INC.<br>500 WEST MAIN STREET<br>LOUISVILLE, KY 40202 |               |           | Chief Legal Officer |       |

## Signatures

Christopher M.  
Todoroff

02/21/2018

\_\_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) 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.
- (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, vesting in three annual increments.
- (4) Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 06/28/2017, 100% of the award is vesting on 06/28/20
- (5) 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.
- (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, 12/15/17, 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, exempt under Rule 16a-12.
- (9) Restricted stock units granted to reporting person on 03/08/2017, 33% of the award is vesting on 12/15/17, 12/15/18, and 12/15/19.
- (10) Restricted stock units granted to reporting person on 06/28/17, 100% of the award is vesting on 06/28/20.
- (11) 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.
- (12) On December 21, 2017 reporting person transferred 383 shares of direct ownership pursuant to Divorce Decree, exempt under Rule 16a-12.

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.