

Zipperle Cynthia H  
Form 4  
March 01, 2019

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Zipperle Cynthia H

(Last) (First) (Middle)

HUMANA INC., 500 WEST MAIN  
ST

(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)  
02/25/2019

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)

SVP, Chief Acct Officer & Cont

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Humana<br>Common                      |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 981                                                                                                                | D                                                                    |                                                                   |
| Humana<br>Common                      |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 887                                                                                                                | I                                                                    | See<br>Footnote<br>(1)                                            |

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

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SEC 1474  
(9-02)

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**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) | 8. Price or Value of Derivative Security (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-----------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |                                                     |
| Restricted Stock Units <u>(2)</u>          | <u>(2)</u>                                             |                                      |                                                    |                                |                                                                                         | <u>(3)</u> <u>(3)</u>                                    | Humana Common                                                 | 1,859                                               |
| Restricted Stock Units <u>(2)</u>          | <u>(2)</u>                                             |                                      |                                                    |                                |                                                                                         | <u>(4)</u> <u>(4)</u>                                    | Humana Common                                                 | 603                                                 |
| Restricted Stock Units <u>(2)</u>          | <u>(2)</u>                                             |                                      |                                                    |                                |                                                                                         | <u>(5)</u> <u>(5)</u>                                    | Humana Common                                                 | 745                                                 |
| Restricted Stock Units <u>(2)</u>          | <u>(2)</u>                                             | 02/25/2019                           |                                                    | A                              | 812                                                                                     | <u>(6)</u> <u>(6)</u>                                    | Humana Common                                                 | 812 \$ 0                                            |
| Phantom Stock Units <u>(7)</u>             | <u>(7)</u>                                             |                                      |                                                    |                                |                                                                                         | <u>(7)</u> <u>(7)</u>                                    | Humana Common                                                 | 274                                                 |

## Reporting Owners

| Reporting Owner Name / Address                                                | Relationships |           |                                |       |
|-------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                               | Director      | 10% Owner | Officer                        | Other |
| Zipperle Cynthia H<br>HUMANA INC.<br>500 WEST MAIN ST<br>LOUISVILLE, KY 40202 |               |           | SVP, Chief Acct Officer & Cont |       |

## Signatures

Cynthia H. Zipperle 03/01/2019

\*\*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).

- Shares held for the benefit of reporting person as of January 31, 2019 under the Humana Retirement Savings Plan including routine
- (1) payroll deductions, quarterly dividend allocation, and a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, exempt under Rule 16b-3(c).
  - (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).
  - (3) Restricted stock units granted to reporting person on 03/08/2017, 2,230 shares vesting in three annual increments on 12/15/17, 12/15/18, and 12/15/19. 1,115 shares fully vest three years from the date of grant.
  - (4) 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.
  - (5) Restricted stock units granted to reporting person on 02/19/18, 100% of the award is vesting on 02/19/21.
  - (6) Restricted stock units granted to reporting person on 02/25/19, 33% of the award is vesting on 12/15/19, 12/15/20, and 12/15/21.
- 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
- (7) 1-for-1 basis, under the Humana Retirement Equalization Plan. The ending number of units reflects normal fluctuation due to changes in stock price.

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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