

Fleming William Kevin
Form 4
March 01, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Fleming William Kevin

(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)
02/25/2019

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)
Seg President, Healthcare Svcs

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 Ownership (Instr. 4)
				(A) or (D) Price			
Humana Common					6,663	D	
Humana Common					116	I	See Footnote (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. Amount or Number of Shares
Options <u>(2)</u>	\$ 167.805					<u>(2)</u> 02/18/2023	Humana Common	4,005
Options <u>(3)</u>	\$ 217.415					<u>(3)</u> 03/08/2024	Humana Common	20,497
Options <u>(4)</u>	\$ 268.47					<u>(4)</u> 02/19/2025	Humana Common	6,623
Options <u>(5)</u>	\$ 271.14					<u>(5)</u> 03/01/2025	Humana Common	1,391
Options <u>(6)</u>	\$ 307.965	02/25/2019		A	7,184	<u>(6)</u> 02/25/2026	Humana Common	7,184
Restricted Stock Units <u>(7)</u>	<u>(7)</u>					<u>(8)</u> <u>(8)</u>	Humana Common	2,721
Restricted Stock Units <u>(7)</u>	<u>(7)</u>					<u>(9)</u> <u>(9)</u>	Humana Common	1,025
Restricted Stock Units <u>(7)</u>	<u>(7)</u>					<u>(10)</u> <u>(10)</u>	Humana Common	216
Restricted Stock Units <u>(7)</u>	<u>(7)</u>	02/25/2019		A	1,624	<u>(11)</u> <u>(11)</u>	Humana Common	1,624
Phantom Stock Units	<u>(12)</u>					<u>(12)</u> <u>(12)</u>	Humana Common	25

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

