

Zipperle Cynthia H
Form 4
December 19, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Zipperle Cynthia H

2. Issuer Name and Ticker or Trading Symbol
HUMANA INC [HUM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
HUMANA INC., 500 WEST MAIN ST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President, CAO, Controller

LOUISVILLE, KY 40202

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Humana Common | 12/15/2017 | | M | 1,538 A \$ 0 | 5,274 | D | |
| Humana Common | 12/15/2017 | | F | 772 D \$ 253.62 | 4,502 | D | |
| Humana Common | | | | | 888 | I | See Footnote (1) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 ⁽²⁾ | \$ 67.4825 | | | | | ⁽²⁾ 12/13/2019 | Humana Common | 1,196 |
| Restricted Stock Units ⁽³⁾ | ⁽³⁾ | | | | | ⁽⁴⁾ ⁽⁴⁾ | Humana Common | 1,063 |
| Restricted Stock Units ⁽³⁾ | ⁽³⁾ | 12/15/2017 | | M | 795 | ⁽⁵⁾ ⁽⁵⁾ | Humana Common | 795 |
| Restricted Stock Units ⁽³⁾ | ⁽³⁾ | 12/15/2017 | | M | 743 | ⁽⁶⁾ ⁽⁶⁾ | Humana Common | 743 |
| Phantom Stock Units ⁽⁷⁾ | ⁽⁷⁾ | | | | | ⁽⁷⁾ ⁽⁷⁾ | Humana Common | 243 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Zipperle Cynthia H HUMANA INC. 500 WEST MAIN ST LOUISVILLE, KY 40202 | | | Vice President, CAO, Controller | |

Signatures

Cynthia H. Zipperle 12/19/2017

__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 November 30, 2017 under the Humana Retirement Savings Plan including routine 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).
 - (1) Right to buy pursuant to Company's 2003 Incentive Stock Plan. Non-Qualified stock options granted to reporting person on 12/13/12, vesting in three increments from 12/13/13 to 12/13/15.
 - (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 02/24/15, 100% of the award is vesting on 02/24/18.
 - (4) 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.
 - (5) 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.
 - (6) Phantom Stock Units held for the benefit of reporting person as of November 30, 2017 based on the value of Humana common stock on a 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. 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.