HUMANA INC Form 4 December 19, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

Check this box if no longer which to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number: 3235-0287

if no longer subject to Section 16. Form 4 or ERSHIP OF Expires: January 31, 2005

SECURITIES

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. *See* Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MURRAY JAMES E			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)	3. Date of Earliest Transaction	(Check an applicable)			
			(Month/Day/Year)	Director 10% Owner			
HUMANA INC., 500 WEST MAIN STREET			12/15/2016	X Officer (give title Other (specification) EVP & COO			
(Street)			4 If Amandment Data Original				
(Succi)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
I OTHOUN I	E 1/3/ 4000	,	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
LOUISVILLE, KY 40202				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. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			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)		
Humana Common	12/15/2016		Code V M	Amount 2,383	(D)	Price \$ 0	60,621	D		
Humana Common	12/15/2016		F	1,180	D	\$ 206.595	59,441	D		
Humana Common							27,262	I	See Footnote	
Humana Common							3,983	I	See Footnote	
							1,356	I		

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Humana Common			See Footnote
Humana Common	6,522	I	See Footnote
Humana Common	1,598	I	See Footnote (3)

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

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SEC 1474

(9-02)

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. Transactic Code (Instr. 8)	5. Number coof Derivati Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	ve	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (4)	\$ 102.155						<u>(4)</u>	02/18/2021	Humana Common	24,584
Options (5)	\$ 164.645						<u>(5)</u>	02/24/2022	Humana Common	32,538
Options (6)	\$ 167.805						<u>(6)</u>	02/18/2023	Humana Common	32,212
Restricted Stock Units (7)	<u>(7)</u>						(8)	(8)	Humana Common	5,384
Restriced Stock Units (7)	<u>(7)</u>	12/15/2016		M	2,38	3	(9)	<u>(9)</u>	Humana Common	2,383
Phantom Stock Units (11)	<u>(11)</u>						(11)	(11)	Humana Common	3,802

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MURRAY JAMES E

HUMANA INC. EVP & 500 WEST MAIN STREET COO LOUISVILLE, KY 40202

Signatures

James E. Murray 12/16/2016

**Signature of Date
Reporting Person

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) Shares held by reporting person's spouse.
- (2) Shares held in The Murray Family Partnership.
- Shares held for the benefit of reporting person as of November 30, 2016 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).
- (4) Right to buy pursuant to Company's 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/18/14, vesting in three increments from 02/18/15 to 02/18/17.
- 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.
- (6) 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.
- (7) 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).
- (8) Restricted stock units granted to reporting person on 02/18/14, 100% of the award is vesting on 02/18/17.
- (9) 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.
- (10) Shares held in Family Trust Mr. Murray's spouse is the trustee and his family members are the beneficiaries.
- (11) Phantom Stock Units (based on the value of Humana common stock) held for the benefit of reporting person as of November 30, 2016, under the Humana Retirement Equalization Plan. The ending number of units reflects normal fluctuation due to changes in stock price.
- (12) Shares held in October 2016 GRAT.

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.

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