

HUMANA INC
Form 4
February 22, 2017

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 *
LeClaire Brian P.

(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)
02/18/2017

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 Information Off.

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D) Price			
Humana Common	02/18/2017		M		7,889 (10)	A	\$ 0 25,734	D
Humana Common	02/18/2017		F		3,202	D	\$ 205.325 22,532	D
Humana Common	02/22/2017		M		2,254	A	\$ 72.84 24,786	D
Humana Common	02/22/2017		M		7,450	A	\$ 102.155 32,236	D
Humana Common	02/22/2017		M		4,921	A	\$ 167.805 37,157	D

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Humana Common	02/22/2017	F	974	D	\$ 204.66 (11)	36,183	D	
Humana Common	02/22/2017	S	26,894	D	\$ 205.236 (12)	9,289	D	
Humana Common						134	I	(See Footnote) (1)

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

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(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. 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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Options ⁽²⁾	\$ 72.84	02/22/2017		M	2,254	⁽²⁾	02/20/2020	Humana Common	2,254
Options ⁽³⁾	\$ 102.155	02/22/2017		M	7,450	⁽³⁾	02/18/2021	Humana Common	7,450
Options ⁽⁴⁾	\$ 164.645					⁽⁴⁾	02/24/2022	Humana Common	14,913
Options ⁽⁵⁾	\$ 167.805	02/22/2017		M	4,921	⁽⁵⁾	02/18/2023	Humana Common	4,921
Restricted Stock Units ⁽⁶⁾	⁽⁶⁾	02/18/2017		M	2,447	⁽⁷⁾	⁽⁷⁾	Humana Common	2,447
Restricted Stock Units ⁽⁶⁾	⁽⁶⁾					⁽⁸⁾	⁽⁸⁾	Humana Common	2,186
Phantom Stock	⁽⁹⁾					⁽⁹⁾	⁽⁹⁾	Humana Common	61

Units (9)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LeClaire Brian P. HUMANA INC. 500 WEST MAIN STREET LOUISVILLE, KY 40202			SVP & Chief Information Off.	

Signatures

Brian P.
LeClaire

02/22/2017

**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).
- (1) Stock units held for the benefit of reporting person as of January 31, 2017 under the Humana Retirement & Savings Plan including a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, both exempt under Rule 16b-3(c).
- (2) Right to buy pursuant to Company's 2003 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/20/13, vesting in three increments from 02/20/14 to 02/20/16.
- (3) 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.
- (4) 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.
- (5) 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.
- (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 2/18/14, 100% of the award is vesting on 2/18/17.
- (8) 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.
- (9) Phantom Stock Units held for the benefit of reporting person as of January 31, 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.
- (10) Includes both time based (2,447) and performance based (5,442) restricted stock units that vested on 2/18/17.
- (11) Price indicated reflects the purchase price for shares exercised under the 2003 Plan using the Fair Market Value on 2/22/2017. The purchase price for shares exercised under the 2011 Plan was determined using the Fair Market Value on 2/21/2017 of \$205.24.
- (12) Shares sold at a prices ranging from \$204.870 to \$205.7650.

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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