

HUMANA INC

Form 3

December 15, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

12/11/2014

3. Issuer Name and Ticker or Trading Symbol

HUMANA INC [HUM]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Vice President, CAO, Controller

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person

HUMANA INC., 500 WEST MAIN ST

(Street)

LOUISVILLE, KY 40202

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Humana

879

I

See Footnote <sup>(10)</sup>

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Options <sup>(1)</sup>	Â <sup>(8)</sup>	04/20/2017	Humana Common	4,213	\$ 44,955	D	Â
Options <sup>(1)</sup>	Â <sup>(9)</sup>	12/13/2019	Humana Common	1,196	\$ 67,4825	D	Â
Restricted Stock Units <sup>(2)</sup>	Â <sup>(4)</sup>	Â <sup>(4)</sup>	Humana Common	1,974	\$ 0 <sup>(3)</sup>	D	Â
Restricted Stock Units <sup>(2)</sup>	Â <sup>(5)</sup>	Â <sup>(5)</sup>	Humana Common	445	\$ 0 <sup>(3)</sup>	D	Â
Restricted Stock Units <sup>(2)</sup>	Â <sup>(6)</sup>	Â <sup>(6)</sup>	Humana Common	1,656	\$ 0 <sup>(3)</sup>	D	Â
Restricted Stock Units <sup>(2)</sup>	Â <sup>(7)</sup>	Â <sup>(7)</sup>	Humana Common	1,224	\$ 0 <sup>(3)</sup>	D	Â
Phantom Stock Units	Â <sup>(11)</sup>	Â <sup>(11)</sup>	Humana Common	211	\$ <sup>(11)</sup>	I	See Footnote. <sup>(11)</sup>

## Reporting Owners

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

## Signatures

Cynthia H.  
Zipperle

12/15/2014

<sup>\*\*</sup>Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Right to buy pursuant to Company's 2003 Incentive Stock Plan.
- (2) Right to receive one share per restricted stock pursuant to the Company's 2011 Stock Incentive Plan.
- (3) 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)
- (4) Restricted stock units granted to reporting person on 02/23/12, 100% of the award is vesting on 02/23/15.
- (5) Restricted stock units granted to reporting person on 12/13/12, 100% of the award is vesting on 12/13/15.
- (6) Restricted stock units granted to reporting person on 02/20/13, 100% of the award is vesting on 02/20/16.
- (7) Restricted stock units granted to reporting person on 02/18/14, 100% of the award is vesting on 02/18/17.

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- (8) Incentive and Non-Qualified stock options granted to reporting person on 04/20/10, vesting in three increments from 04/20/11 to 04/20/13.
- (9) Incentive and Non-Qualified stock options granted to reporting person on 12/13/12, vesting in three increments from 12/13/13 to 12/13/15.
- (10) Shares held for the benefit of reporting person as of December 12, 2014 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).
- (11) Phantom Stock Units held for the benefit of reporting person as of December 12, 2014 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.

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