

Wheatley Timothy Alan
 Form 4
 March 05, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Wheatley Timothy Alan

(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)
 03/01/2018

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)

Segment President, Retail

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 (D) Price			
Humana Common					3,430	D	
Humana Common					709	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 ⁽²⁾	\$ 164.645					⁽²⁾ 02/24/2022	Humana Common	8,136
Options ⁽³⁾	\$ 167.805					⁽³⁾ 02/18/2023	Humana Common	8,010
Options ⁽⁴⁾	\$ 217.415					⁽⁴⁾ 03/08/2024	Humana Common	20,497
Options ⁽⁵⁾	\$ 268.47					⁽⁵⁾ 02/19/2025	Humana Common	6,623
Options ⁽⁶⁾	\$ 271.14	03/01/2018		A	1,391	⁽⁶⁾ 03/01/2025	Humana Common	1,391
Restricted Stock Units ⁽⁷⁾	⁽⁷⁾					⁽⁸⁾ ⁽⁸⁾	Humana Common	870
Restricted Stock Units ⁽⁷⁾	⁽⁷⁾					⁽⁹⁾ ⁽⁹⁾	Humana Common	3,717
Restricted Stock Units ⁽⁷⁾	⁽⁷⁾					⁽¹⁰⁾ ⁽¹⁰⁾	Humana Common	1,536
Restricted Stock Units ⁽⁷⁾	⁽⁷⁾	03/01/2018		A	323	⁽¹¹⁾ ⁽¹¹⁾	Humana Common	323
Phantom Stock Units ⁽¹²⁾	⁽¹²⁾					⁽¹²⁾ ⁽¹²⁾	Humana Common	109

Reporting Owners

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

