

JONES DAVID A JR/KY
Form 4
January 04, 2019

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 *
JONES DAVID A JR/KY

(Last) (First) (Middle)

CHRYSALIS VENTURES, INC., 101 S. FIFTH STREET, SUITE 1650

(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)
11/16/2011

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)

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 Price			
Humana Common	01/02/2019		A	588	A \$ 0	588 ⁽⁵⁾	D	
Humana Common	11/16/2011		S	600	D \$ 88.0504	2,000	I	See Footnote ⁽¹⁾
Humana Common	03/16/2012		S	400	D \$ 86.3206	1,600	I	See Footnote ⁽¹⁾
Humana Common	06/10/2014		S	400	D \$ 124.4949	1,200	I	See Footnote

									(1)
Humana Common	08/11/2014	S	200	D	\$ 120.2401	1,000	I		See Footnote (1)
Humana Common	05/18/2017	S	200	D	\$ 230.0401	800	I		See Footnote (1)
Humana Common						87,484	I		See Footnote (4)

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

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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. Price of Derivative Security (Instr. 5)
Restricted Stock Units (2)	(2)					(2) (2)	Humana Common	5,892
Restricted Stock Units (3)	(3)					(3) (3)	Humana Common	95

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

JONES DAVID A JR/KY
CHRYSALIS VENTURES, INC.
101 S. FIFTH STREET, SUITE 1650
LOUISVILLE, KY 40202

Signatures

David A. Jones, 01/04/2019
Jr.

__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 in two trusts for the benefit of reporting person's son/daughter, respectively, in each case where the reporting person is the sole trustee. Amounts reported reflect equal sales and subsequent holdings from each trust on the reported dates that were inadvertently omitted from prior filings.

(2) Annual Director's fee payable in stock units which have been deferred at the election of the reporting person until his resignation of services as a director at which time the stock units will be payable in Humana Inc. common stock on a 1-for-1 basis, exempt pursuant to Rule 16(b)-3(d)(1).

(3) Director's dividend payment reinvested into stock units on vested and deferred stock units, deferred in accordance with the Plan until his resignation of services as a director at which time the deferred dividend stock units will be payable in Humana Inc. common stock on a 1-for-1 basis, exempt pursuant to Rule 16(b)-3(d).

(4) Shares held by a revocable trust account (Dec 2009), on which reporting person is the sole trustee, holding certain shares of Humana Inc. common stock. 658 shares were transferred to trust on January 2, 2019 from directly held brokerage account.

(5) Includes 588 restricted stock units pursuant to the annual Director's Fee Program representing a contingent right to receive one share of Humana Inc. common stock, exempt under Rule 16b-3(d)(1)&(3) under the Company's 2011 Plan of which 100% is vesting on 12/31/2019.

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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