

HUMANA INC  
Form 4  
February 22, 2017

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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(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  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

SVP & Chief Information Off.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 <u>(10)</u>	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 <sup>(2)</sup>	\$ 72.84	02/22/2017		M	2,254	<sup>(2)</sup> 02/20/2020	Humana Common	2,254
Options <sup>(3)</sup>	\$ 102.155	02/22/2017		M	7,450	<sup>(3)</sup> 02/18/2021	Humana Common	7,450
Options <sup>(4)</sup>	\$ 164.645					<sup>(4)</sup> 02/24/2022	Humana Common	14,913
Options <sup>(5)</sup>	\$ 167.805	02/22/2017		M	4,921	<sup>(5)</sup> 02/18/2023	Humana Common	4,921
Restricted Stock Units <sup>(6)</sup>	<sup>(6)</sup>	02/18/2017		M	2,447	<sup>(7)</sup> <sup>(7)</sup>	Humana Common	2,447
Restricted Stock Units <sup>(6)</sup>	<sup>(6)</sup>					<sup>(8)</sup> <sup>(8)</sup>	Humana Common	2,186
Phantom Stock	<sup>(9)</sup>					<sup>(9)</sup> <sup>(9)</sup>	Humana Common	61

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.	

Brian P.  
LeClaire

Signature of Reporting Person \_\_\_\_\_ Date \_\_\_\_\_

- \* 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.

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