

HUMANA INC  
Form 4  
February 22, 2016

**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  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BILNEY JODY L**

(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)  
**02/18/2016**

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 Consumer Officer**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Humana<br>Common                      |                                         |                                                             | Code V                               | Amount (D)                                                                 | Price                                                                                                              | 0                                                                    | D                                                                 |

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

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SEC 1474  
(9-02)

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

## Edgar Filing: HUMANA INC - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                  |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of Shares |
| Options <u>(1)</u>                                  | \$ 76.43                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | <u>(1)</u>                                                          | 05/02/2020         | Humana<br>Common | 14,868                              |
| Options <u>(2)</u>                                  | \$ 102.155                                                            |                                         |                                                             |                                         |                                                                                                              |                                                                |     | <u>(2)</u>                                                          | 02/18/2021         | Humana<br>Common | 15,086                              |
| Options <u>(3)</u>                                  | \$ 164.645                                                            |                                         |                                                             |                                         |                                                                                                              |                                                                |     | <u>(3)</u>                                                          | 02/24/2022         | Humana<br>Common | 21,014                              |
| Options <u>(4)</u>                                  | \$ 167.805                                                            | 02/18/2016                              |                                                             | A                                       |                                                                                                              | 20,804                                                         |     | <u>(4)</u>                                                          | 02/18/2023         | Humana<br>Common | 20,804                              |
| Restricted<br>Stock<br>Units <u>(5)</u>             | <u>(5)</u>                                                            |                                         |                                                             |                                         |                                                                                                              |                                                                |     | <u>(6)</u>                                                          | <u>(6)</u>         | Humana<br>Common | 4,906                               |
| Restricted<br>Stock<br>Units <u>(5)</u>             | <u>(5)</u>                                                            |                                         |                                                             |                                         |                                                                                                              |                                                                |     | <u>(7)</u>                                                          | <u>(7)</u>         | Humana<br>Common | 3,304                               |
| Restricted<br>Stock<br>Units <u>(5)</u>             | <u>(5)</u>                                                            | 02/18/2016                              |                                                             | A                                       |                                                                                                              | 4,618                                                          |     | <u>(8)</u>                                                          | <u>(8)</u>         | Humana<br>Common | 4,618                               |

## Reporting Owners

| Reporting Owner Name / Address                                               | Relationships                    |
|------------------------------------------------------------------------------|----------------------------------|
|                                                                              | Director 10% Owner Officer Other |
| BILNEY JODY L<br>HUMANA INC.<br>500 WEST MAIN STREET<br>LOUISVILLE, KY 40202 | SVP & Chief Consumer Officer     |

## Signatures

Jody L. Bilney 02/22/2016

                     \*\*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) Right to buy pursuant to Humana Inc.'s 2003 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 05/02/13, vesting in three increments from 05/02/14 to 05/02/16.
- (2) Right to buy pursuant to Humana Inc.'s 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/18/2014, vesting in three increments from 02/18/2015 to 02/18/2017.
- (3) Right to buy pursuant to Humana Inc.'s 2011 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/24/2015, vesting in three increments from 02/24/2016 to 02/24/2018.
- (4) 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.
- (5) 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).
- (6) Restricted stock units granted to Reporting Person on 05/02/13, 100% of the award is vesting on 05/02/16.
- (7) Restricted stock units granted to Reporting Person on 02/18/14, 100% of the award is vesting on 02/18/17.
- (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.

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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