

HUMANA INC
Form 4
March 16, 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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Zipperle Cynthia H

(Last) (First) (Middle)

HUMANA INC., 500 WEST MAIN
ST

(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)

03/14/2016

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)

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

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)
Humana Common				(A) or (D)	3,441	D	
Humana Common					885	I	See Footnote (7)

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Edgar Filing: HUMANA INC - Form 4

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 or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options <u>(1)</u>	\$ 44.955					<u>(1)</u>	04/20/2017	Humana Common	4,213	
Options <u>(2)</u>	\$ 67.4825					<u>(2)</u>	12/13/2019	Humana Common	1,196	
Restricted Stock Units <u>(3)</u>	<u>(3)</u>					<u>(4)</u>	<u>(4)</u>	Humana Common	1,224	
Restricted Stock Units <u>(3)</u>	<u>(3)</u>					<u>(5)</u>	<u>(5)</u>	Humana Common	1,063	
Restricted Stock Units <u>(3)</u>	<u>(3)</u>					<u>(6)</u>	<u>(6)</u>	Humana Common	2,384	
Phantom Stock Units <u>(8)</u>	<u>(8)</u>	03/14/2016		J	9	<u>(8)</u>	<u>(8)</u>	Humana Common	9	\$ 18.00 <u>(9)</u>

Reporting Owners

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

Signatures

Cynthia H.
Zipperle

03/16/2016

 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 Company's 2003 Incentive Stock Plan. Non-Qualified stock options granted to reporting person on 04/20/10, vesting in three increments from 04/20/11 to 04/20/13.
- (2) Right to buy pursuant to Company's 2003 Incentive Stock Plan. Non-Qualified stock options granted to reporting person on 12/13/12, vesting in three increments from 12/13/13 to 12/13/15.
- (3) 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).
- (4) Restricted stock units granted to reporting person on 02/18/14, 100% of the award is vesting on 02/18/17.
- (5) Restricted stock units granted to reporting person on 02/24/15, 100% of the award is vesting on 02/24/18.
- (6) 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.
Shares held for the benefit of reporting person as of January 31, 2016 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).
- (8) Phantom Stock Units held for the benefit of reporting person as of March 14, 2016 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.
- (9) Transaction reported reflects 9 shares acquired through annual funding for the 2015 plan year. The amount of shares purchased was determined using the closing price of Humana stock on March 11, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.