

HUMANA INC
Form 144
May 03, 2018

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

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FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
 PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

1 (a) NAME OF ISSUER (Please type or print)
 Humana Inc. (b) IRS IDENT. NO. (c) S.E.C. FILE NO. (e) TELEPHONE NUMBER LOCATION
 61-06475381-5975

1 (d) ADDRESS OF ISSUER
 CITY STATE STREET ZIP CODE AREA CODE NUMBER
 Street Louisville 500 West Main KY 40202 502 580-1000

2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD
 Heidi S. Margulis (b) RELATIONSHIP TO ISSUER (c) ADDRESS STREET CITY STATE ZIP
 Chief Corporate Affairs Officer 500 W. Main Street KY 40202 Louisville

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. identification Number and the S.E.C. File Number

		SEC USE ONLY		(c)	(e)	(g)
3 (a)	(b)	Broker-Dealer File Number	Number of Shares or Other Units To Be Sold (See Instr. 3(c))	Number of Shares or Other Units To Be Sold (See Instr. 3(d))	Approximate Date of Sale (See Instr. 3(f)) (MO. DAY YR.)	Name of Each Securities Exchange (See instr. 3(g))
Title of the Class of Securities To Be Sold	Name and Address of Each Broker Through Whom the Securities Are To Be Offered or Acquiring the Securities					
Common	Charles Schwab & Co., Inc. 9899 Schwab Way Lone Tree, CO 80124		20,621	\$5,921,113.94 based on FMV of 137,682,171 as of 5/3/2018 on 3/31/2018 5/2/2018 of \$287.14		NYSE

INSTRUCTIONS:
 1. (a) Name of Issuer
 3. (a) Title of the class of securities to be sold
 (b) Name and Address of each broker through whom the securities are intended to be sold

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- (b) Issuer's I.R.S. Identification Number
 - (c) Issuer's S.E.C. file number, if any
 - (d) Issuer's address, including zip code
 - (e) Issuer's telephone number, including area code
 - (c) Number of shares or other units to be sold (if debt securities, give the aggregate market value of the securities to be sold as of a specified date)
 - (d) Aggregate market value of the securities to be sold as of a specified date
 - (e) Number of shares or other units of the class outstanding, or if debt securities, the aggregate market value of the securities outstanding, as reported by the most recent report or statement published by the issuer
 - (f) Approximate date on which the securities are to be sold
 - (g) Name of each securities exchange, if any, on which the securities are intended to be sold
2. (a) Name of person for whose account the securities are to be sold
- (b) Such person's relationship to the issuer (e.g., officer, director, 10%

stockholder, or member of immediate family of any of the foregoing)

- (c) Such person's address, including zip code

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 control number.

SEC 1147 (08-07)

TABLE I - SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor.

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of the Person from Whom Acquired (if gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common	5/3/2018	Stock Option Exercise	Issuer	444	5/3/2018	Cash
Common	5/3/2018	Stock Option Exercise	Issuer	335	5/3/2018	Cash
Common	5/3/2018	Stock Option Exercise	Issuer	842	5/3/2018	Cash

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

INSTRUCTIONS:

TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
Heidi Margulis 500 W Main St. Louisville, KY 40202	Performance Stock Units	2/28/2018	2,166	1,025,574.24
	Restricted Stock Units	2/28/2018	1,061	
	Restricted Stock Units	2/28/2018	500	

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the issuer of the

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definition. In addition, information shall be given securities to be sold which has not been publicly disclosed. If
as to sales by all persons whose sales are required each person has adopted a written trading plan or given trading
by paragraph (e) of Rule 144 to be aggregated with instructions to satisfy Rule 10b5-1 under the Exchange Act, by
sales for the account of the person filing this notice. signing the form and indicating the date that the plan was adopted
or the instruction given, that person makes such representation as
of the plan adoption or instruction date.

5/3/2018
DATE OF NOTICE

/s/ Heidi S. Margulis
(SIGNATURE)

DATE OF PLAN OR GIVING OF INSTRUCTION,
IF RELYING ON RULE 10B5-1

This notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.
Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)
SEC 1147 (02-08)