HUMANA INC
Form 4
January 05, 2016

# FORM 4

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

**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

| | |
|---|---|
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MURRAY JAMES E

(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)
12/31/2015

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)
EVP & COO

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 | | | | | | | | 60,655 | D | |
| Humana Common | | | | | | | | 3,983 | I | See Footnote (1) |
| Humana Common | | | | | | | | 1,356 | I | See Footnote (2) |
| Humana Common | | | | | | | | 6,522 | I | See Footnote (11) |

| | | | | |
|---|---|---|---|---|
| Humana Common | | 1,341 | I | See Footnote (3) |

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)**

| 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. Pri Deriv Secu (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Options (4) | $ 88.6475 | | | | | | | (4) | 02/23/2019 | Humana Common | 15,121 | |
| Options (5) | $ 72.84 | | | | | | | (5) | 02/20/2020 | Humana Common | 13,868 | |
| Options (6) | $ 102.155 | | | | | | | (6) | 02/18/2021 | Humana Common | 24,584 | |
| Options (7) | $ 164.645 | | | | | | | (7) | 02/24/2022 | Humana Common | 32,538 | |
| Restricted Stock Units (8) | (8) | | | | | | | (9) | (9) | Humana Common | 6,864 | |
| Restricted Stock Units (8) | (8) | | | | | | | (10) | (10) | Humana Common | 5,384 | |
| Phantom Stock Units (12) | (12) | 12/31/2015 | | J | | 5 | | (12) | (12) | Humana Common | 5 | $ 17 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| MURRAY JAMES E<br>HUMANA INC.<br>500 WEST MAIN STREET<br>LOUISVILLE, KY 40202 | | | EVP & COO | |

# Signatures

| | |
|---|---|
| James E. Murray | 01/05/2016 |
| **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)** Shares held by reporting person's spouse.

**(2)** Shares held in The Murray Family Partnership.

**(3)** Shares held for the benefit of reporting person as of November 30, 2015 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).

**(4)** Right to buy pursuant to Company's 2003 Stock Incentive Plan. Incentive and Non-Qualified stock options granted to reporting person on 02/23/12, vesting in three increments from 02/23/13 to 02/23/15.

**(5)** 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.

**(6)** 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.

**(7)** 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.

**(8)** 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).

**(9)** Restricted stock units granted to reporting person on 02/20/13, 100% of the award is vesting on 02/20/16.

**(10)** Restricted stock units granted to reporting person on 02/18/14, 100% of the award is vesting on 02/18/17.

**(11)** Shares held in Family Trust - Mr. Murray's spouse is the trustee and his family members are the beneficiaries.

**(12)** Phantom Stock Units (based on the value of Humana common stock) held for the benefit of reporting person as of December 31, 2015, under the Humana Retirement Equalization Plan. The ending number of units reflects normal fluctuation due to changes in stock price. Transaction reported reflects shares acquired for a quarterly allocation of dividend equivalents, allocated the last business day of the quarter. The amount of shares purchased was determined using the closing price of Humana stock on the dividend payable date of October 30, 2015.

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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