

HUMANA INC  
Form 144  
February 21, 2017

OMB APPROVAL  
OMB Number 35-0101  
Expires: May 31, 2017  
Estimated average burden  
hours per response 1.00

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

SEC USE ONLY

Washington, D.C. 20549

FORM 144

DOCUMENT SEQUENCE NO.

CUSIP NUMBER

WORK LOCATION

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)

(b) IRS IDENT. NO. (c) S.E.C. FILE NO.

Humana Inc.

61-0647538

1-5975

1(d) ADDRESS OF ISSUER

STREET

CITY

STATE

ZIP CODE

(e) TELEPHONE

AREA CODE NUMBER

500 West Main Street Louisville

KY

40202

502

580-1000

2(a) NAME OF PERSON FOR WHOSE ACCOUNT  
THE SECURITIES ARE TO BE SOLD

(b) RELATIONSHIP TO (c) ADDRESS STREET ZIP CODE  
ISSUER

Jody L. Bilney

SVP & Chief

500 West Main Street KY

40202

Consumer Officer

**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.*

| 3(a)         | (b)                                | SEC<br>USE ONLY | (c)              | (d)                    | (e)                           | (f)           | (g)               |
|--------------|------------------------------------|-----------------|------------------|------------------------|-------------------------------|---------------|-------------------|
| Title of the |                                    |                 | Number of Shares | Number of Shares       | Approximate                   |               | Name of Each      |
| Class of     |                                    |                 | or               | or Other Units         | Date of Sale                  |               | Securities        |
| Securities   | Name and Address of Each Broker    |                 | Other            | Aggregate              | Outstanding (See Instr. 3(f)) |               | Exchange          |
| To Be Sold   | Through Whom                       |                 | Units            | Value                  | (See Instr. 3(e))             | (MO. DAY YR.) | (See instr. 3(g)) |
|              | the Securities Are                 |                 | To Be            | Market                 |                               |               |                   |
|              | To Be Offered or Each Maker-Dealer |                 | Sold             | Value                  |                               |               |                   |
|              | Maker who is                       | File            | (See             |                        |                               |               |                   |
|              | Acquiring the Securities           | Number          | Instr. 3         | (c)) (See Instr. 3(d)) |                               |               |                   |
| Common       | Charles Schwab & Co.,<br>Inc.      |                 | 6,087            | \$1,249,813            | 128,498,407                   | 02/21/2017    | NYSE              |
|              |                                    |                 |                  |                        | as of                         |               |                   |
|              | 9899 Schwab Way                    |                 |                  |                        | based on FMV of               | 02/17/2017    |                   |
|              | Lone Tree, CO 80124                |                 |                  |                        | of                            |               |                   |
|              |                                    |                 |                  |                        | \$205.3250                    |               |                   |

**INSTRUCTIONS:**

1. (a) Name of Issuer  
(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
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
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  
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)  
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice  
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown 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

**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 | Name of the Person from Whom Acquired | Date of Acquisition | Amount of Securities Acquired | Nature of Payment |
|--------------------|-------------------|---------------------------------------|---------------------|-------------------------------|-------------------|
| Common             | 02/18/2017        | Restricted Stock                      | Issuer              | 6,087                         | N/A               |

**INSTRUCTIONS:** 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.

**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 |
|----------------------------|--------------------------|--------------|---------------------------|----------------|
| None                       |                          |              |                           |                |

**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 definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**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 securities to be sold which has not been publicly disclosed. If each person has adopted a written trading plan or given trading instructions to satisfy*

*Rule 10b5-1 under the Exchange Act, by 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.*

2/21/2017

/s/ Jody L. Bilney

**DATE OF NOTICE**

**(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)