

HUMANA INC
 Form 144
 February 21, 2017

UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
 FORM 144

OMB APPROVAL
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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.

SEC USE ONLY
 DOCUMENT SEQUENCE
 NO.
 CUSIP NUMBER

1 (a) NAME OF ISSUER (Please type or print)
 Humana Inc.

(b) IRS IDENT. NO. 61-0647538
 (c) S.E.C. WORK LOCATION FILE NO. 1-5975

1 (d) ADDRESS OF ISSUER

STREET
 STATE ZIP CODE

CITY

(e) TELEPHONE
 AREA NUMBER
 CODE 580-1000
 502

Street Louisville KY 500 West Main 40202

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

(b) RELATIONSHIP TO ISSUER
 Enterprise Vice President and Chief Operating Officer
 500 W. Main Street
 Louisville KY 40202

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 USE ONLY	(c)	(d)	(e)	(f)	(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 Each Market Maker who is Acquiring the Securities	Broker-Dealer File Number	Number of Shares or Other Units To Be Sold (See Instr. 3 (c))	Aggregate Market Value (See Instr. 3 (d))	Number of Shares or Other Units Outstanding (See Instr. 3 (e))	Approximate Date of Sale (MO. DAY YR.) (See Instr. 3 (f))	Name of Each Securities Exchange (See instr. 3 (g))
Common	Morgan Stanley 899 Cassatt Road Suite 100		118,971	\$24,427,710.88 based on FMV as of 1/31/2017	10,889,407	02/21/2017	NYSE

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Berwyn PA 19312

on

02/17/2017

*Charles Schwab

of

& Co., Inc.

\$205.3250

9899 Schwab Way

Lone Tree, CO

80124

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 market value of the securities to be sold as of a specified date with interest accrued to that date)
- (d) Aggregate market value of the securities to be sold as of a specified date with interest accrued to that date
- (e) Number of shares or other units of the class outstanding, or if debt securities the aggregate market value of the securities to be sold as of a specified date with interest accrued to that date, 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	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	02/21/2017	Non-Qualified Stock	Issuer	10,737	02/21/2017	Cash
Common	02/21/2017	Option	Issuer	23,606	02/21/2017	Cash
Common	02/21/2017	Non-Qualified Stock	Issuer	10,846	02/21/2017	Cash
Common	02/18/2017	Option	Issuer	9,523	N/A	N/A
Common	12/15/2016	Non-Qualified Stock	Issuer	1,203	N/A	N/A
Common	02/20/2016	Option	Issuer	15,299	N/A	N/A
Common	12/01/2016	Restricted Stock	Issuer	8,641	12/01/2016	Stock Swap
Common	11/25/2009	Restricted Stock	Issuer	217	11/25/2009	Stock Swap
Common	04/08/2009	Restricted Stock	Issuer	19,138	04/08/2009	Stock Swap
Common	08/03/2007	Non-Qualified Stock	Issuer	4,269	08/03/2007	Stock Swap
Common	08/07/2003	Option	Issuer	4,589	N/A	N/A
Common	02/14/2002	Non-Qualified Stock	Issuer	6,189	N/A	N/A
Common	11/20/2001	Option	Issuer	53	11/20/2001	Stock Swap
Common	12/28/2010	Non-Qualified Stock	Issuer	678	12/28/2010	Stock Swap
Common	12/16/1999	Option	Issuer	3,983	12/16/1999	Stock Swap
		Non-Qualified Stock				
		Option				
		Restricted Stock				
		Restricted Stock				
		Non-Qualified Stock				
		Option				
		Non-Qualified Stock				
		Option				
		Non-Qualified Stock				
		Option				

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

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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: Morgan Stanley to sell a total of 64,259 shares. Charles Schwab to sell a total of 54,712 shares.

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

DATE OF NOTICE

/s/ James E. Murray

(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)