

CVS HEALTH Corp

Form 4

April 05, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MERLO LARRY J

(Last) (First) (Middle)

ONE CVS DRIVE

(Street)

WOONSOCKET, RI 02895-

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CVS HEALTH Corp [CVS]

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2016

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)

President and CEO

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)
Common Stock	04/01/2016		F	(A) or (D) D	Amount 17,583 (1) Price \$ 104.82	242,133.8769	D
Common Stock (restricted)	04/01/2016		A	(A) or (D) A	Amount 38,160 (2) Price \$ 104.82	209,398	D
Common Stock					353,291.2805	I	By Trust As Beneficiary
ESOP Common Stock					6,513.2703	I	By ESOP
Stock Unit					595,371.469	D	

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option	\$ 104.82	04/01/2016		A		286,787		04/01/2017 ⁽³⁾	04/01/2023	Common Stock	286,787
Phantom Stock Credits	\$ 1 ⁽⁴⁾							⁽⁵⁾	⁽⁶⁾	Common Stock	5,130
Stock Option	\$ 36.23							04/01/2011 ⁽⁷⁾	04/01/2017	Common Stock	114,000
Stock Option	\$ 34.96							04/01/2012 ⁽⁸⁾	04/01/2018	Common Stock	241,000
Stock Option	\$ 45.07							04/02/2013 ⁽⁹⁾	04/02/2019	Common Stock	332,000
Stock Option	\$ 54.53							04/01/2014 ⁽¹⁰⁾	04/01/2020	Common Stock	314,000
Stock Option	\$ 74.29							04/01/2015 ⁽¹¹⁾	04/01/2021	Common Stock	335,000
Stock Option	\$ 102.26							04/01/2016 ⁽¹²⁾	04/01/2022	Common Stock	273,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MERLO LARRY J ONE CVS DRIVE WOONSOCKET, RI 02895-	X		President and CEO	

Signatures

Larry J. Merlo

04/05/2016

__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) Surrender of shares in payment of withholding taxes due upon the vesting of a restricted stock unit award.
 - (2) Consists of restricted stock units awarded pursuant to Issuer's 2010 Incentive Compensation Plan. Restrictions lapse 50% on 4/1/2019 and 50% on 4/1/2021.
 - (3) Option becomes exercisable in four equal installments, commencing 4/1/2017.
 - (4) Each share credit is equivalent to one share; 1-for-1 conversion.
 - (5) Reflects year end company match share credits under a non-qualified deferred compensation plan; share credits are payable in cash only, at such time as has been elected by the reporting person.
 - (6) Reflects year end company match share credits under a non-qualified deferred compensation plan; share credits are payable in cash only, at such time as has been elected by the reporting person.
 - (7) Option became exercisable in three equal annual installments, commencing 4/1/2011.
 - (8) Option became exercisable in four equal annual installments, commencing 4/1/2012.
 - (9) Option became exercisable in four equal annual installments, commencing 4/2/2013.
 - (10) Option became exercisable in four equal annual installments, commencing 4/1/2014.
 - (11) Option became exercisable in four equal annual installments, commencing 4/1/2015.
 - (12) Option became exercisable in four equal annual installments, commencing 4/1/2016.

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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