

CVS HEALTH Corp
 Form 4
 May 06, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(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)
05/05/2016

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/05/2016		M	38,247 A \$ 36.23	280,380.8769	D	
Common Stock	05/05/2016		S ⁽¹⁾	38,247 D \$ 105	242,133.8769	D	
Common Stock					353,291.2805	I	By Trust As Beneficiary
Common Stock (restricted)					209,398	D	
ESOP Common					6,513.2703	I	By ESOP

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Stock

Stock Unit

595,371.469 D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option	\$ 36.23	05/05/2016		M	38,247	04/01/2011 ⁽²⁾	04/01/2017	Common Stock	38,247
Phantom Stock Credits	\$ 1 ⁽³⁾					⁽⁴⁾	⁽⁵⁾	Common Stock	5,130
Stock Option	\$ 34.96					04/01/2012 ⁽⁶⁾	04/01/2018	Common Stock	241,000
Stock Option	\$ 45.07					04/02/2013 ⁽⁷⁾	04/02/2019	Common Stock	332,000
Stock Option	\$ 54.53					04/01/2014 ⁽⁸⁾	04/01/2020	Common Stock	314,000
Stock Option	\$ 74.29					04/01/2015 ⁽⁹⁾	04/01/2021	Common Stock	335,000
Stock Option	\$ 102.26					04/01/2016 ⁽¹⁰⁾	04/01/2022	Common Stock	273,000
Stock Option	\$ 104.82					04/01/2017 ⁽¹¹⁾	04/01/2023	Common Stock	286,000

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

05/06/2016

 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) All sales were effected pursuant to a Rule 10b5-1 plan.
- (2) Option became exercisable in three equal annual installments, commencing 4/1/2011.
- (3) Each share credit is equivalent to one share; 1-for-1 conversion.
- (4) 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.
- (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) Option became exercisable in four equal annual installments, commencing 4/1/2012.
- (7) Option became exercisable in four equal annual installments, commencing 4/2/2013.
- (8) Option became exercisable in four equal annual installments, commencing 4/1/2014.
- (9) Option became exercisable in four equal annual installments, commencing 4/1/2015.
- (10) Option became exercisable in four equal annual installments, commencing 4/1/2016.
- (11) Option becomes exercisable in four equal annual installments, commencing 4/1/2017.

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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