

CVS HEALTH Corp
Form 4
April 03, 2015

FORM 4

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

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).

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 *
Denton David M

(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)
04/01/2015

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)
EVP, CFO

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 (restricted)	04/01/2015		A	(A) 8,556 (1)	\$ 102.26	D	
Common Stock	04/02/2015		F	(2) 6,648	\$ 102.71	D	
ESOP Common Stock					1,634.3281	I	By ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Shares
Stock Option	\$ 102.26	04/01/2015		A	59,922	04/01/2016 ⁽³⁾	04/01/2022	Common Stock	59,922
Stock Option	\$ 40.28					03/05/2011 ⁽⁴⁾	03/05/2018	Common Stock	12,420
Stock Option	\$ 36.23					04/01/2011 ⁽⁵⁾	04/01/2017	Common Stock	95,610
Stock Option	\$ 34.96					04/01/2012 ⁽⁶⁾	04/01/2018	Common Stock	107,100
Stock Option	\$ 45.07 ⁽⁷⁾					04/02/2013	04/02/2019	Common Stock	110,900
Stock Option	\$ 54.53					04/01/2014 ⁽⁸⁾	04/01/2020	Common Stock	108,100
Stock Option	\$ 74.29					04/01/2015 ⁽⁹⁾	04/01/2021	Common Stock	62,900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Denton David M ONE CVS DRIVE WOONSOCKET, RI 02895-			EVP, CFO	

Signatures

/c/ David M.
Denton 04/03/2015

__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) Consists of Restricted Stock Units awarded pursuant to Issuer's 2010 Incentive Compensation Plan. Restrictions lapse 50% on 4/1/2018 and 50% 4/1/2020.
- (2) Surrender of shares in payment of withholding taxes due upon the vesting of a restricted stock award.
- (3) Option becomes exercisable in four equal annual installments, commencing 4/1/2016.
- (4) Option became exercisable in three equal annual installments, commencing 3/5/2011.
- (5) Option became exercisable in three equal annual installments, commencing 4/1/2011.
- (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.

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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