

CVS HEALTH Corp
Form 4
April 03, 2015

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 *
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
____X____ Officer (give title ____ Other (specify
below) below)

EVP, CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 | 8,556 (1) | A \$ 102.26 | 176,351 | D |
| Common Stock | 04/02/2015 | | F | 6,648 (2) | D \$ 102.71 | 112,187.3964 | 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.

**Persons who respond to the collection of
information contained in this form are not**

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 | 62,940 |

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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