

Denton David M
 Form 4
 February 21, 2018

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/20/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP and CFO

ONE CVS DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WOONSOCKET, RI 02895-

(City) (State) (Zip)

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	(D)	Price
Common Stock (restricted)	02/20/2018		J		38,836 <u>(1)</u>	D	\$ 0 114,041
Common Stock	02/20/2018		J		18,057 <u>(2)</u>	D	\$ 0 18,400.99

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)
Stock Option	\$ 74.29	02/20/2018		J	30,325 (3)	04/01/2015 ⁽⁴⁾ 04/01/2021	Common Stock 30,325
Stock Option	\$ 102.26	02/20/2018		J	25,540 (3)	04/01/2016 ⁽⁵⁾ 04/01/2022	Common Stock 25,540
Stock Option	\$ 104.82	02/20/2018		J	22,716 (3)	04/01/2017 ⁽⁶⁾ 04/01/2023	Common Stock 22,716
Stock Option	\$ 78.05	02/20/2018		J	10,869 (3)	04/03/2018 ⁽⁷⁾ 04/03/2024	Common Stock 10,869

Reporting Owners

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

Signatures

/c/ David M. 02/21/2018
Denton

**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) Represents restricted stock units (RSUs) that are being held in constructive trust for the sole benefit of the reporting person's ex-spouse, effective as of the end of the 90-day waiting period under a divorce decree, which waiting period ended on or about February 20, 2018. The RSUs held in trust for the ex-spouse are no longer beneficially owned by the reporting person.

(2) Represents shares that have been transferred to the reporting person's ex-spouse pursuant to a divorce decree on various dates during the 90-day waiting period under the decree that ended on or about February 20, 2018. The shares now owned by the ex-spouse are no longer beneficially owned by the reporting person.

(3) Represents stock options that are being held in constructive trust for the sole benefit of the reporting person's ex-spouse, effective as of the end of the 90-day waiting period under a divorce decree, which waiting period ended on or about February 20, 2018. The stock

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options held in trust for the ex-spouse are no longer beneficially owned by the reporting person.

- (4) Option became exercisable in four equal annual installments, commencing 4/1/2015.
- (5) Option became exercisable in four equal annual installments, commencing 4/1/2016.
- (6) Option became exercisable in four equal annual installments, commencing 4/1/2017.
- (7) Option becomes exercisable in four equal annual installments, commencing 4/3/2018.

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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