

MERLO LARRY J
Form 4
January 10, 2019

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 *
MERLO LARRY J

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)
ONE CVS DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/08/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

WOONSOCKET, RI 02895-

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

(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 Indirect Ownership (Instr. 4)
Common Stock	01/08/2019		M	V	\$ 166,368 A 45.07	D	
Common Stock	01/08/2019		S ⁽¹⁾		\$ 166,368 D 69.04	D	
Common Stock					378,463.0286	I	By Trust As Beneficiary
Common Stock (restricted)					127,881	D	
					6,972.3829	I	By ESOP

ESOP
Common
Stock
Stock Unit

646,898.8547 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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Stock Option	\$ 45.07	01/08/2019		M	166,368	04/02/2013 ⁽³⁾	04/02/2019	Common Stock	16
Phantom Stock Credits	\$ 1 ⁽⁴⁾					⁽⁵⁾	⁽⁶⁾	Common Stock	5,14
Stock Option	\$ 54.53					04/01/2014 ⁽⁷⁾	04/01/2020	Common Stock	31
Stock Option	\$ 74.29					04/01/2015 ⁽⁸⁾	04/01/2021	Common Stock	33
Stock Option	\$ 102.26					04/01/2016 ⁽⁹⁾	04/01/2022	Common Stock	27
Stock Option	\$ 104.82					04/01/2017 ⁽¹⁰⁾	04/01/2023	Common Stock	28
Stock Option	\$ 78.05					04/03/2018 ⁽¹¹⁾	04/03/2024	Common Stock	33
Stock Option	\$ 62.21					04/01/2019 ⁽¹²⁾	04/01/2025	Common Stock	39

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

01/10/2019

 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) Represents weighted average sale price for this group of sales, which occurred on the same trading day. Multiple sales were executed, with sales prices ranging between \$68.72 and \$69.65 per share.
- (3) Option became exercisable in four equal annual installments, commencing 4/2/2013.
- (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 four equal annual installments, commencing 4/1/2014.
- (8) Option became exercisable in four equal annual installments, commencing 4/1/2015.
- (9) Option became exercisable in four equal annual installments, commencing 4/1/2016.
- (10) Option became exercisable in four equal annual installments, commencing 4/1/2017.
- (11) Option became exercisable in four equal annual installments, commencing 4/3/2018.
- (12) Option becomes exercisable in four equal annual installments, commencing 4/1/2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.