

MERLO LARRY J

Form 4

January 10, 2019

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

OMB
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(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)

01/08/2019

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|--|
| Common Stock | 01/08/2019 | | M | V Amount (A) or (D) Price 166,368 A \$ 45.07 | 496,576.9407 | D | |
| Common Stock | 01/08/2019 | | S ⁽¹⁾ | 166,368 D \$ 69.04 ⁽²⁾ | 330,208.9407 | 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 Number of Shares |
| 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

Reporting Owners

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.

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