

CVS HEALTH Corp

Form 4

April 05, 2016

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Roberts Jonathan C

(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)

04/01/2016

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 & President, CVS Caremark

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)	04/01/2016		A	21,465 (1)	A \$ 104.82	60,753	D
Common Stock						28,643.5258	D
Common Stock (pep)						11,464.188	D
ESOP Common Stock						5,216.0102	I By ESOP
Stock Unit						111,528.1322	D

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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	\$ 104.82	04/01/2016		A	161,318			04/01/2017 ⁽²⁾	04/01/2023	Common Stock	16
Phantom Stock Credits	\$ 1							⁽³⁾	⁽³⁾	Common Stock	1,4
Stock Option	\$ 36.23							04/01/2011 ⁽⁴⁾	04/01/2017	Common Stock	6
Stock Option	\$ 34.96							04/01/2012 ⁽⁵⁾	04/01/2018	Common Stock	8
Stock Option	\$ 45.07							04/02/2013 ⁽⁶⁾	04/02/2019	Common Stock	7
Stock Option	\$ 54.53							04/01/2014 ⁽⁷⁾	04/01/2020	Common Stock	6
Stock Option	\$ 74.29							04/01/2015 ⁽⁸⁾	04/01/2021	Common Stock	7
Stock Option	\$ 45.93							09/04/2015 ⁽⁹⁾	09/04/2022	Common Stock	10
Stock Option	\$ 102.26							04/01/2016 ⁽¹⁰⁾	04/01/2022	Common Stock	6

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Roberts Jonathan C ONE CVS DRIVE WOONSOCKET, RI 02895-	EVP & President, CVS Caremark

Signatures

Jonathan C.
Roberts

04/05/2016

 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 4/1/2019 and 50% on 4/1/2021.
- (2) Option becomes exercisable in four equal annual installments, commencing 4/1/2017.
- (3) 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.
- (4) Option became exercisable in three annual installments, commencing 4/1/2011.
- (5) Option became exercisable in four equal annual installments, commencing 4/1/2012.
- (6) Option became exercisable in four equal annual installments, commencing 4/2/2013.
- (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 becomes exercisable in three equal annual installments, commencing 9/4/2015.
- (10) Option became exercisable in four equal annual installments, commencing 4/1/2016.

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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