

Brennan Troyen A
 Form 4
 April 03, 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 *
 Brennan Troyen A

(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)
 04/01/2019

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)
 EVP and Chief Medical Officer

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 (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Amount or Price | | |
| Common Stock | 04/01/2019 | | F | V | 3,606 <u>(1)</u> | D | |
| Common Stock (restricted) | | | | | \$ 54.19 | | |
| | | | | | 84,317.059 | D | |
| | | | | | 16,610 | 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)

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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 of Shares |
| Stock Option | \$ 54.19 | 04/01/2019 | | A | 161,605 | 04/01/2020 ⁽²⁾ 04/01/2029 | Common Stock 161,605 |
| Stock Option | \$ 54.53 | | | | | 04/01/2014 ⁽³⁾ 04/01/2020 | Common Stock 23,600 |
| Stock Option | \$ 74.29 | | | | | 04/01/2015 ⁽⁴⁾ 04/01/2021 | Common Stock 54,500 |
| Stock Option | \$ 102.26 | | | | | 04/01/2016 ⁽⁵⁾ 04/01/2022 | Common Stock 47,900 |
| Stock Option | \$ 104.82 | | | | | 04/01/2017 ⁽⁶⁾ 04/01/2023 | Common Stock 53,700 |
| Stock Option | \$ 78.05 | | | | | 04/03/2018 ⁽⁷⁾ 04/03/2024 | Common Stock 75,100 |
| Stock Option | \$ 62.21 | | | | | 04/01/2019 ⁽⁸⁾ 04/01/2025 | Common Stock 87,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------|---------------|-----------|----------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brennan Troyen A ONE CVS DRIVE WOONSOCKET, RI 02895 | | | EVP and Chief Medical Officer | |

Signatures

/s/ Troyen
Brennan

04/03/2019

**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).

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- (1) Surrender of shares in payment of withholding taxes due upon the vesting of a stock award under an incentive compensation plan.
- (2) Option becomes exercisable in four equal annual installments, commencing 4/1/2020.
- (3) Option became exercisable in four equal annual installments, commencing 4/1/2014.
- (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 became exercisable in four equal annual installments, commencing 4/3/2018.
- (8) Option became 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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