

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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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

(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)
 02/20/2018

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 CFO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | 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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