

Lynch Karen S
Form 4
April 03, 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 *
Lynch Karen S

(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
X Officer (give title _____ Other (specify
below) below)

EVP & Pres, Aetna Bus Unit

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 Ownership (Instr. 4)
Common Stock				(A) or (D)	121,974	D	
Common Stock (restricted)				(A) or (D)	123,455	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Option	\$ 54.19	04/01/2019		A	242,408	04/01/2020 ⁽¹⁾ 04/01/2029	Common Stock
Stock Appreciation Rights	\$ 45.91 ⁽²⁾					02/17/2019 02/16/2027	Common Stock
Stock Appreciation Rights	\$ 37.91					02/19/2019 ⁽³⁾ 02/18/2026	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lynch Karen S ONE CVS DRIVE WOONSOCKET, RI 02895	EVP & Pres, Aetna Bus Unit

Signatures

/s/ Karen S. Lynch 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).

(1) Option becomes exercisable in four equal annual installments, commencing 4/1/2020.

Represents unvested Aetna Inc. Stock Appreciation Rights ("SARs") granted under the Aetna Inc. 2010 Stock Incentive Plan (the "Aetna Plan") on February 17, 2017 that were converted into CVS Health SARs pursuant to the terms of the CVS/Aetna Merger Agreement. These SARs vest in two substantially equal annual installments beginning on February 17, 2019.

(3) Represents unvested SARs granted under the Aetna Plan on February 19, 2016 that were converted into CVS Health SARs pursuant to the terms of the CVS/Aetna Merger Agreement. These SARs vest on February 19, 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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