

CVS HEALTH Corp
 Form 4
 April 05, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Sussman Andrew

(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
 Officer (give title below) _____ Other (specify below)
 EVP & Pres, CVS MinuteClinic

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/01/2016		S ⁽¹⁾	2,844 D \$ 105	11,041	D	
Common Stock	04/01/2016		F	1,319 ⁽²⁾ D \$ 104.82	12,473	D	
Common Stock (restricted)	04/01/2016		A	3,100 ⁽³⁾ A \$ 104.82	17,313	D	
Stock Unit					8,114.8918	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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 104.82	04/01/2016		A	23,301	04/01/2017 ⁽⁴⁾ 04/01/2023	Common Stock 23,301
Stock Option	\$ 45.07					04/02/2012 ⁽⁵⁾ 04/02/2019	Common Stock 6,655
Stock Option	\$ 36.96					09/01/2012 ⁽⁶⁾ 09/01/2019	Common Stock 0
Stock Option	\$ 54.53					04/01/2014 ⁽⁷⁾ 04/01/2020	Common Stock 11,800
Stock Option	\$ 74.29					04/01/2015 ⁽⁸⁾ 04/01/2021	Common Stock 29,373
Stock Option	\$ 102.26					04/01/2016 ⁽⁹⁾ 04/01/2022	Common Stock 23,960

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Sussman Andrew
ONE CVS DRIVE
WOONSOCKET, RI 02895

EVP & Pres, CVS MinuteClinic

Signatures

/s/ Andrew
Sussman

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) Sales were effected pursuant to a Rule 10b5-1 plan.
- (2) Surrender of shares in payment of withholding taxes due upon the vesting of a restricted stock unit award.
- (3) 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.
- (4) Option becomes exercisable in four equal annual installments, commencing 4/1/2017.
- (5) Option became exercisable in four equal annual installments, commencing 4/2/2013.
- (6) Option became exercisable in three equal annual installments, commencing 9/1/2012.
- (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.

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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