

CVS HEALTH Corp  
Form 4  
January 06, 2015

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MERLO LARRY J**

(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)  
**01/05/2015**

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)

President and CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 05/12/2014                              |   | G                                    | V 10,000 D  | \$ 76.82 107,047.5333  | D   |   |
| Common<br>Stock                       | 08/08/2014                              |   | G <sup>(1)</sup>                     | V 30,966 D  | \$ 77.81 76,081.5333   | D   |   |
| Common<br>Stock                       | 01/05/2015                              |   | M                                    | 144,144 A   | \$ 41.17 220,273.1029  | D   |   |
| Common<br>Stock                       | 01/05/2015                              |   | S <sup>(2)</sup>                     | 144,144 D   | \$ 94.3<br>(3) 76,129.1029   | D   |   |
| Common<br>Stock                       |   |   |                                      |   | 345,853.517  | I   | By Trust As<br>Beneficiary  |

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|                                 |              |   |         |
|---------------------------------|--------------|---|---------|
| Common<br>Stock<br>(restricted) | 263,284      | D |         |
| ESOP<br>Common<br>Stock         | 9,899.643    | I | By ESOP |
| Stock Unit                      | 533,998.7004 | D |         |

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                            |
|---|--|---|---|--------------------------------------|---|--|-----|--|--------------------|-----------------|----------------------------|
|   |  |   |   | Code                                 | V   | (A)  | (D) | Date Exercisable   | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Stock<br>Option                                     | \$ 41.17   | 01/05/2015                              |   | M                                    |   | 144,144  |     | 04/01/2009 <sup>(4)</sup>  | 04/01/2015         | Common<br>Stock | 14                         |
| Phantom<br>Stock<br>Credits                         | \$ 1 <sup>(5)</sup>  |   |   |                                      |   |  |     | <sup>(6)</sup>   | <sup>(6)</sup>     | Common<br>Stock | 5,15                       |
| Stock<br>Option                                     | \$ 28.1  |   |   |                                      |   |  |     | 04/01/2010 <sup>(7)</sup>  | 04/01/2016         | Common<br>Stock | 9                          |
| Stock<br>Option                                     | \$ 36.23   |   |   |                                      |   |  |     | 04/01/2011 <sup>(8)</sup>  | 04/01/2017         | Common<br>Stock | 15                         |
| Stock<br>Option                                     | \$ 34.96   |   |   |                                      |   |  |     | 04/01/2012 <sup>(9)</sup>  | 04/01/2018         | Common<br>Stock | 24                         |
| Stock<br>Option                                     | \$ 45.07   |   |   |                                      |   |  |     | 04/02/2013 <sup>(10)</sup>                                       | 04/02/2019         | Common<br>Stock | 33                         |
| Stock<br>Option                                     | \$ 54.53   |   |   |                                      |   |  |     | 04/01/2014 <sup>(11)</sup>                                       | 04/01/2020         | Common<br>Stock | 31                         |
| Stock<br>Option                                     | \$ 74.29   |   |   |                                      |   |  |     | 04/01/2015 <sup>(12)</sup>                                       | 04/01/2021         | Common<br>Stock | 33                         |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| MERLO LARRY J<br>ONE CVS DRIVE<br>WOONSOCKET, RI 02895- | X             |           | President and CEO |       |

## Signatures

Larry J. Merlo 01/06/2015

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) Gift was to an Irrevocable Life Insurance Trust ("ILIT"). The reporting person is not a trustee of the ILIT and disclaims any beneficial ownership or investment control over the ILIT.
- (2) All sales were effected pursuant to a Rule 10b5-1 plan.
- (3) Represents weighted average sale price for this trading day. Multiple sales were executed, with sales prices ranging between \$93.88 and \$94.86 per share.
- (4) Option became exercisable in three equal annual installments, commencing 4/1/2009.
- (5) Each share credit is equivalent to one share; 1-for-1 conversion.
- (6) 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.
- (7) Option became exercisable in three equal annual installments, commencing 4/1/2010.
- (8) Option became exercisable in three equal annual installments, commencing 4/1/2011.
- (9) Option became exercisable in four equal annual installments, commencing 4/1/2012.
- (10) Option became exercisable in four equal annual installments, commencing 4/2/2013.
- (11) Option became exercisable in four equal annual installments, commencing 4/1/2014.
- (12) Option becomes exercisable in four equal annual installments, commencing 4/1/2015.

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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