Clark James David
Form 4
March 01, 2019

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Clark James David

(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)
02/28/2019

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 below) _____ Other (specify below)
SVP, Cont & Chief Acct Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/28/2019		F		288 (1)	D	$ 57.83	8,557.2554	D	
Common Stock (restricted)	02/28/2019		A		1,323 (2)	A	$ 57.83	9,088	D	
Common Stock	03/01/2019		S		1,664	D	$ 58.14	6,893.2554	D	
Common Stock	03/01/2019		M		1,664	A	$ 45.07	8,557.2554	D	

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

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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 or Number of Shares
Stock Option	$ 45.07	03/01/2019		M			1,664	04/02/2013[3]	04/02/2019	Common Stock	1,664
Stock Option	$ 54.53							04/01/2014[4]	04/01/2020	Common Stock	3,030
Stock Option	$ 74.29							04/01/2015[5]	04/01/2021	Common Stock	5,350
Stock Option	$ 102.26							04/01/2016[6]	04/01/2022	Common Stock	6,059
Stock Option	$ 104.82							04/01/2017[7]	04/01/2023	Common Stock	7,044
Stock Option	$ 78.05							04/03/2018[8]	04/03/2024	Common Stock	9,050
Stock Option	$ 62.21							04/01/2019[9]	04/01/2025	Common Stock	7,513

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clark James David ONE CVS DRIVE WOONSOCKET, RI 02895			SVP, Cont & Chief Acct Officer	

Signatures

/s/ James D. Clark	03/01/2019
**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) Surrender of shares in payment of withholding taxes due upon the vesting of stock awards under the Issuer's 2017 Incentive Compensation Plan..

(2) Consists of Restricted Stock Units awarded pursuant to Issuer's 2017 Incentive Compensation Plan and its Performance-Based Restricted Stock Unit Plan. Restrictions lapse in three equal installments, commencing February 28, 2020.

(3) Remaining Options became exercisable in four equal annual installments beginning on 4/2/2013.

(4) Remaining Options became exercisable in four equal annual installments beginning on 4/1/2014.

(5) Remaining Options became exercisable in four equal annual installments beginning on 4/1/2015.

(6) Options became exercisable in four equal annual installments beginning on 4/1/2016.

(7) Options became exercisable in four equal annual installments beginning on 4/1/2017.

(8) Options became exercisable in four equal annual installments beginning on 4/3/2018.

(9) Options become 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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