

Clark James David  
Form 4  
March 01, 2019

**FORM 4**

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

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).

**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 \*  
Clark James David

2. Issuer Name and Ticker or Trading Symbol  
CVS HEALTH Corp [CVS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
ONE CVS DRIVE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/28/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, Cont & Chief Acct Officer

WOONSOCKET, RI 02895

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 or Price   |  |                                   |
| Common Stock                    | 02/28/2019                           |  | F                              |   | 288 <sup>(1)</sup><br>\$ 57.83  | D  |                                   |
| Common Stock (restricted)       | 02/28/2019                           |  | A                              |   | 1,323 <sup>(2)</sup><br>\$ 57.83  | A  | D                                 |
| Common Stock                    | 03/01/2019                           |  | S                              |   | 1,664<br>\$ 58.14   | D  | D                                 |
| Common Stock                    | 03/01/2019                           |  | M                              |   | 1,664<br>\$ 45.07   | A  | 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 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 (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 <sup>(3)</sup> 04/02/2019                     | Common Stock  | 1,664                      |
| Stock Option                               | \$ 54.53   |                                      |  |                                |  | 04/01/2014 <sup>(4)</sup> 04/01/2020                     | Common Stock  | 3,030                      |
| Stock Option                               | \$ 74.29   |                                      |  |                                |  | 04/01/2015 <sup>(5)</sup> 04/01/2021                     | Common Stock  | 5,350                      |
| Stock Option                               | \$ 102.26  |                                      |  |                                |  | 04/01/2016 <sup>(6)</sup> 04/01/2022                     | Common Stock  | 6,059                      |
| Stock Option                               | \$ 104.82  |                                      |  |                                |  | 04/01/2017 <sup>(7)</sup> 04/01/2023                     | Common Stock  | 7,044                      |
| Stock Option                               | \$ 78.05   |                                      |  |                                |  | 04/03/2018 <sup>(8)</sup> 04/03/2024                     | Common Stock  | 9,050                      |
| Stock Option                               | \$ 62.21   |                                      |  |                                |  | 04/01/2019 <sup>(9)</sup> 04/01/2025                     | Common Stock  | 7,513                      |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Clark James David<br>ONE CVS DRIVE<br>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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