

BOXER MARK L
Form 4
December 26, 2018

FORM 4

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

OMB APPROVAL

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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 *
BOXER MARK L

(Last) (First) (Middle)
900 COTTAGE GROVE RD
(Street)

BLOOMFIELD, CT 06002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Cigna Holding Co [CI]

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2018

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, Chief Information Officer

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, \$.25 Par Value	12/20/2018		D ⁽¹⁾⁽²⁾		43,366	D	\$ 0 <u>(1)</u> <u>(2)</u>
Common Stock, \$.25 Par Value	12/20/2018		D ⁽¹⁾⁽²⁾		443,0412 ⁽⁸⁾	D	\$ 0 <u>(1)</u> <u>(2)</u>

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
Employee Stock Option (Right to Buy)	\$ 47.06	12/20/2018		D ⁽¹⁾⁽²⁾	8,500	⁽³⁾ 05/09/2021	Common Stock, \$.25 Par Value 8,500
Employee Stock Option (Right to Buy)	\$ 44.425	12/20/2018		D ⁽¹⁾⁽²⁾	15,975	⁽³⁾ 02/28/2022	Common Stock, \$.25 Par Value 15,975
Employee Stock Option (Right to Buy)	\$ 58.73	12/20/2018		D ⁽¹⁾⁽²⁾	17,587	⁽³⁾ 03/05/2023	Common Stock, \$.25 Par Value 17,587
Employee Stock Option (Right to Buy)	\$ 78.035	12/20/2018		D ⁽¹⁾⁽²⁾	17,846	⁽³⁾ 02/26/2024	Common Stock, \$.25 Par Value 17,846
Employee Stock Option (Right to Buy)	\$ 120.895	12/20/2018		D ⁽¹⁾⁽²⁾	10,993	⁽³⁾ 02/25/2025	Common Stock, \$.25 Par Value 10,993
Employee Stock Option (Right to Buy)	\$ 139.22	12/20/2018		D ⁽¹⁾⁽²⁾	10,473	⁽⁵⁾ 03/01/2026	Common Stock, \$.25 Par Value 10,473

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- One-third of this option was vested at the time of the Merger. The option was assumed by New Cigna in the Merger and converted into an
- (6) option to purchase an equal number of shares of New Cigna Common Stock for \$149.135 per share, with the remaining two-thirds of the option vesting in two equal installments on February 28, 2019 and February 28, 2020.

- This option, which would have vested in three equal installments beginning on February 28, 2019, was assumed by New Cigna in the
- (7) Merger and converted into an option to purchase an equal number of shares of New Cigna Common Stock for \$197.35 per share on the same vesting terms.

- (8) Represents shares acquired through ongoing participation in Cigna's 401(k) Plan and disposed of in connection with the Merger.

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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