

Cordani David
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 *
Cordani David

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

President and CEO

900 COTTAGE GROVE RD

(Street)

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

BLOOMFIELD, CT 06002

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$.25 Par Value | 12/20/2018 | | D ⁽¹⁾⁽²⁾ | | 305,006 | D | \$ 0 <u>(1)</u> <u>(2)</u> 0 |
| Common Stock, \$.25 Par Value | 12/20/2018 | | D ⁽¹⁾⁽²⁾ | | 1,640.1881 <u>(3)</u> | D | \$ 0 <u>(1)</u> <u>(2)</u> 0 |
| | | | | | | I | By 401(k) |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--------|---|---------|--|-----------------|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Employee Stock Option (Right to Buy) | \$ 42.19 | 12/20/2018 | | D | (1)(2) | | 189,610 | (4) | 03/01/2021 | Common Stock, \$.25 Par Value |
| Employee Stock Option (Right to Buy) | \$ 44.425 | 12/20/2018 | | D | (1)(2) | | 200,229 | (4) | 02/28/2022 | Common Stock, \$.25 Par Value |
| Employee Stock Option (Right to Buy) | \$ 58.73 | 12/20/2018 | | D | (1)(2) | | 206,843 | (4) | 03/05/2023 | Common Stock, \$.25 Par Value |
| Employee Stock Option (Right to Buy) | \$ 78.035 | 12/20/2018 | | D | (1)(2) | | 229,443 | (4) | 02/26/2024 | Common Stock, \$.25 Par Value |
| Employee Stock Option (Right to Buy) | \$ 120.895 | 12/20/2018 | | D | (1)(2) | | 159,388 | (4) | 02/25/2025 | Common Stock, \$.25 Par Value |
| Employee Stock Option (Right to Buy) | \$ 139.22 | 12/20/2018 | | D | (1)(2) | | 142,801 | (6) | 03/01/2026 | Common Stock, \$.25 Par Value |
| Employee Stock Option | \$ 149.135 | 12/20/2018 | | D | (1)(2) | | 119,053 | (7) | 02/28/2027 | Common Stock, \$.25 Par Value |

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(6) Two-thirds 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 option to purchase an equal number of shares of New Cigna Common Stock for \$139.22 per share, with the remaining one-third of the option vesting on March 1, 2019.

(7) 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 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.

(8) This option, which would have vested in three equal installments beginning on February 28, 2019, was assumed by New Cigna in the 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.

(9) The phantom stock units described in Table II are credited under the Cigna Executive Deferred Compensation Plan. Each phantom stock unit of Cigna is the economic equivalent of one share of Cigna Common Stock that would have been settled in cash. Under the Merger Agreement, each phantom stock unit of Cigna was exchanged for one phantom stock unit of New Cigna, which is the economic equivalent of one share of New Cigna Common Stock and will be settled in cash.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.