

RYAN THOMAS M
Form 4
August 11, 2009

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 *
RYAN THOMAS M

2. Issuer Name and Ticker or Trading Symbol
CVS CAREMARK 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)
08/07/2009

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

WOONSOCKET, RI 02895-
(City) (State) (Zip)

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

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 (D) Price | | | |
| Common Stock | 08/07/2009 | | M | 400,000 A \$ 19.2813 | 1,152,080.8778 | D | |
| Common Stock | 08/07/2009 | | S | 400,000 D \$ 34.4078 (1) | 752,080.8778 | D | |
| Common Stock | | | | | 37,000 | I | By Foundation |
| Common Stock | | | | | 616,427.6175 | I | By Trust As Beneficiary |
| Common Stock | | | | | 1,089,004 | D | |

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(restricted)

| | | | |
|-------------------------|--------------|---|---------|
| ESOP Common Stock | 8,224.6752 | I | By ESOP |
| Stock Unit | 538,779.8616 | D | |

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 required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount |
| Stock Option | \$ 19.2813 | 08/07/2009 | | M | 400,000 | 01/03/2002 01/03/2010 | Common Stock 40 |
| Phantom Stock Credits | \$ 1 ⁽²⁾ | | | | | <u>(3)(4)(5)(6)</u> <u>(3)(4)(5)(6)</u> | Common Stock 17 |
| Stock Option | \$ 25 | | | | | 03/10/2001 03/10/2009 | Common Stock 29 |
| Stock Option | \$ 14.9625 | | | | | 01/02/2003 01/02/2012 | Common Stock 1,0 |
| Stock Option | \$ 30.2625 | | | | | 03/07/2003 03/07/2011 | Common Stock 50 |
| Stock Option | \$ 17.6675 | | | | | 01/08/2005 01/08/2011 | Common Stock 40 |
| Stock Option | \$ 12.5625 | | | | | 01/09/2005 01/09/2013 | Common Stock 90 |
| Stock Option | \$ 22.445 | | | | | 01/05/2006 01/05/2012 | Common Stock 40 |
| Stock Option | \$ 30.035 | | | | | 04/03/2007 ⁽⁷⁾ 04/03/2013 | Common Stock 49 |
| Stock Option | \$ 34.42 | | | | | 04/02/2008 ⁽⁸⁾ 04/02/2014 | Common Stock 40 |

