RYAN THOMAS M

Form 4

March 12, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287 Number:

**OMB APPROVAL** 

Expires:

January 31, 2005

0.5

Estimated average

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * RYAN THOMAS M			2. Issuer Name <b>and</b> Ticker or Trading Symbol CVS CAREMARK CORP [CVS]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First) (Middle)			3. Date of Earliest Transaction	(===== an appneaete)		
ONE CVS DRIVE			(Month/Day/Year) 03/10/2009	_X_ Director 10% Owner X Officer (give title Other (specify below) CEO & President		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
WOONSOCKET, RI 02895-			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities Acq	uired, Disposed of	, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Code (Instr. 8)	(A) or			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)	
Common Stock	03/10/2009		M	1,700	A	\$ 0	716,125.8778	D	
Common Stock	03/10/2009		S	1,700	D	\$ 25.05	714,425.8778	D	
Common Stock							37,000	I	By Foundation
Common Stock							0	I	By Trust
Common Stock							616,427.6175	I	By Trust As Beneficiary

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Common Stock (restricted)	991,001	D	
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.

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SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. Transacti Code (Instr. 8)	Secu Acq (A) Disp (D)	urities uired or oosed of er. 3, 4,	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 of Number of Shares
Stock Option	\$ 25	03/10/2009		M		1,700	03/10/2001	03/10/2009	Common Stock	1,700
Phantom Stock Credits	\$ 1 <u>(1)</u>						(2)(3)(4)(5)	(2)(3)(4)(5)	Common Stock	17,15
Stock Option	\$ 19.2813						01/03/2002	01/03/2010	Common Stock	400,00
Stock Option	\$ 14.9625						01/02/2003	01/02/2012	Common Stock	1,012,1
Stock Option	\$ 30.2625						03/07/2003	03/07/2011	Common Stock	500,00
Stock Option	\$ 17.6675						01/08/2005	01/08/2011	Common Stock	400,00
Stock Option	\$ 12.5625						01/09/2005	01/09/2013	Common Stock	900,00
Stock Option	\$ 22.445						01/05/2006	01/05/2012	Common Stock	400,00

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Stock Option	\$ 30.035	04/03/2007(6)	04/03/2013	Common Stock	491,70
Stock Option	\$ 34.42	04/02/2008(7)	04/02/2014	Common Stock	403,22
Stock Option	\$ 41.17	04/01/2009(8)	04/01/2015	Common Stock	634,23

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
RYAN THOMAS M							
ONE CVS DRIVE	X		CEO & President				
WOONSOCKET, RI 02895-							

# **Signatures**

Thomas M.
Ryan

\*\*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) Each share credit is equivalent to one share; 1-for-1 conversion.
- (2) Reflects 2002 and 2003 year end company match share credits of 33 and 581, respectively, under a non-qualified deferred compensation plan; share credits are payable in cash only, at such time as has been elected by the reporting person.
- (3) Reflects employee contribution share credits and year end company match share credits, under a non-qualified deferred compensation plan; share credits are payable in cash only, at such time as has been elected by the reporting person.
- (4) Reflects year end company match share credits under a non-qualified deferred compensation plan; share credits are payable in cash only, at such time as has been elected by the reporting person.
- (5) Reflects year-end company-match share credits under a non-qualified deferred compensation plan; share credits are payable in cash only, at such time as has been elected by the reporting person.
- (6) Option becomes exercisable in three equal annual installments, commencing 4/3/07
- (7) Option becomes exercisable in three equal annual installments, commencing 4/2/2008.
- (8) Option becomes exercisable in three equal annual installments, commencing 4/1/2009.

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.

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