

Roberts Jonathan C
Form 4
February 11, 2011

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 *
Roberts Jonathan C

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)
02/09/2011

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	12/22/2010		G	V 3,300 D \$ 35.14	18,549.0839	D	
Common Stock	02/09/2011		M	24,000 A \$ 30.2625	42,549.0839	D	
Common Stock	02/09/2011		S	24,000 D \$ 33.4	18,549.0839	D	
Common Stock (restricted)					38,009	D	
ESOP Common					4,942.4291	I	By ESOP

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Stock

Stock Unit 15,442.94 D

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 Number Shares
Stock Option	\$ 30.2625	02/09/2011		M	24,000	03/07/2003 ⁽¹⁾ 03/07/2011	Common Stock	24,000	
Phantom Stock Credits	\$ 1					⁽²⁾ ⁽²⁾	Common Stock	1,440	
Stock Option	\$ 22.445					01/05/2006 ⁽³⁾ 01/05/2012	Common Stock	48,000	
Stock Option	\$ 30.035					04/03/2007 ⁽⁴⁾ 04/03/2013	Common Stock	64,500	
Stock Option	\$ 34.42					04/02/2008 ⁽⁵⁾ 04/02/2014	Common Stock	60,480	
Stock Option	\$ 41.17					04/01/2009 ⁽⁶⁾ 04/01/2015	Common Stock	86,400	
Stock Option	\$ 28.1					04/01/2010 ⁽⁷⁾ 04/01/2016	Common Stock	101,760	
Stock Option	\$ 36.23					04/01/2011 ⁽⁸⁾ 04/01/2017	Common Stock	61,152	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Roberts Jonathan C
ONE CVS DRIVE
WOONSOCKET, RI 02895-

Executive Vice President

Signatures

Jonathan C.
Roberts

02/10/2011

**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) Option became exercisable in three annual installments, commencing 3/7/2003.
- (2) 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.
- (3) Option became exercisable in three annual installments, commencing 1/5/2006.
- (4) Option became exercisable in three annual installments, commencing 4/3/2007.
- (5) Option became exercisable in three annual installments, commencing 4/2/2008.
- (6) Option became exercisable in three annual installments, commencing 4/1/2009.
- (7) Option became exercisable in three annual installments, commencing 4/1/2010.
- (8) Option becomes exercisable in three annual installments, commencing 4/1/2011.

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.