

Denton David M
Form 4
April 03, 2013

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 *
Denton David 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)

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, CFO

ONE CVS DRIVE

(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

WOONSOCKET, RI 02895-

(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 (restricted)	04/01/2013		A	25,216 (1) \$ 54.53	85,869	D	
Common Stock	04/01/2013		F	2,067 (2) \$ 54.53	58,316.0559	D	
Common Stock	04/01/2013		F	1,919 (2) \$ 54.53	58,316.0559	D	
ESOP Common Stock					1,603.918	I	By ESOP

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

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(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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Option	\$ 54.53	04/01/2013		A	108,183	04/01/2014 ⁽³⁾ 04/01/2020	Common Stock 108,183
Stock Option	\$ 34.42					04/02/2008 ⁽⁴⁾ 04/02/2014	Common Stock 14,183
Stock Option	\$ 41.17					04/01/2009 ⁽⁵⁾ 04/01/2015	Common Stock 26,800
Stock Option	\$ 28.1					04/01/2010 ⁽⁶⁾ 04/01/2016	Common Stock 48,100
Stock Option	\$ 40.28					03/05/2011 ⁽⁷⁾ 03/05/2018	Common Stock 12,400
Stock Option	\$ 36.23					04/01/2011 ⁽⁸⁾ 04/01/2017	Common Stock 95,600
Stock Option	\$ 34.96					04/01/2012 ⁽⁹⁾ 04/01/2018	Common Stock 107,000
Stock Option	\$ 45.07 ⁽¹⁰⁾					04/02/2013 04/02/2019	Common Stock 110,900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Denton David M ONE CVS DRIVE WOONSOCKET, RI 02895-			EVP, CFO	

Signatures

/s/ David M.
Denton

04/03/2013

__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) Consists of Restricted Stock Units awarded pursuant to Issuer's 2010 Incentive Compensation Plan. Restrictions lapse 50% on 4/1/2016 and 50% on 4/1/2018.
 - (2) Surrender of shares in payment of withholding taxes due.
 - (3) Option becomes exercisable in four equal annual installments, commencing 4/1/2014.
 - (4) Option became exercisable in three equal annual installments, commencing 4/2/2008.
 - (5) Option became exercisable in three equal annual installments, commencing 4/1/2009.
 - (6) Option became exercisable in three equal annual installments, commencing 4/1/2010.
 - (7) Option became exercisable in three equal annual installments, commencing 3/5/2011.
 - (8) Option became exercisable in three equal annual installments, commencing 4/1/2011.
 - (9) Option became exercisable in four equal annual installments, commencing 4/1/2012.
 - (10) Option became exercisable in four equal annual installments, commencing 4/2/2013.

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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