CVS CAREMARK CORP

Form 4

February 14, 2008

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.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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)

(11iiit of Type i	(Caponaea)								
1. Name and Address of Reporting Person * FERDINANDI V MICHAEL			Symbol	e and Ticker or Trading MARK CORP [CVS]	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	3. Date of Earli	est Transaction	(C.	heck all app	mcable)		
ONE CVS I	DRIVE		(Month/Day/Yo 02/12/2008	ear)	below)	give title	10% Owner Other (specify ow) resident		
	(Street)		4. If Amendme	nt, Date Original	6. Individual o	r Joint/Grou	up Filing(Check		
WOONSOCKET, RI 02895-			Filed(Month/Da	y/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I - N	Non-Derivative Securities Ac	equired, Disposed	d of, or Ben	eficially Owned		
1.Title of	2. Transactio	on Date 2A. De	emed 3.	4. Securities Acquire	d 5. Amount of	6.	7. Nature of		

(City)	(State) (Z	Table Table	I - Non-Do	erivative S	ecuritie	es Acq	uired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired on(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)	
Common Stock			Code V	Amount	(D)	Price	4,049 (1)	D	
Common Stock (PEP)							4,198.7362 (2)	D	
Common Stock (Restricted)							23,637	D	
Stock Unit	02/12/2008		A	11,595 (3)	A	\$ 0	48,795.4366	D	
ESOP Preference							292 (4)	I	By ESOP

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Stock

Common Stock 21,526.3436 I By Trust as Beneficiary

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivativ	e	•	Securiti	ies	(Instr. 5)	Bene
, ,	Derivative				Securities	3		(Instr. 3	3 and 4)		Owne
	Security				Acquired				,		Follo
	~~~~				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(IIIsti
					4, and 5)						
					4, and 3)						
								A	Amount		
						D.	Б	C	or		
						Date	Expiration	Title 1	Number		
						Exercisable	Date	C	of		
				Code V	(A) (D)			5	Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FERDINANDI V MICHAEL ONE CVS DRIVE

WOONSOCKET, RI 02895-

Senior Vice President

**Signatures** 

V.

MichaelFerdinandi 02/14/2008

**Signature of Reporting 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).
- (2) Includes dividend reinvestment shares.
- (4) Reflects stock beneficially owned pursuant to issuer's ESOP Plan.

Reporting Owners 2

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- (3) Consists of Stock Units awarded at market price pursuant to Issuer's 1997 Incentive Compensation Plan, the receipt of which the reporting person has elected to defer.
- (1) Includes shares acquired pursuant to issuer's Employee Stock Purchase Plan.
- (5) Includes dividend reinvestment shares acquired during the course of the year.

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.