

HARDIN EDWARD L JR
 Form 4
 April 03, 2003

<p>FORM 4</p> <p>Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>(Print or Type Responses)</p>	<p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</p> <p>Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . 0.5</p>
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<p>1. Name and Address of Reporting Person *</p> <p style="text-align: center;">Hardin, Edward L. (Last) (First) (Middle)</p> <p style="text-align: center;">3000 Galleria Tower, Suite 1000 (Street)</p> <p style="text-align: center;">Birmingham, AL 35244 (City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p style="text-align: center;">Caremark Rx, Inc. CMX</p>	<p>4. Statement for Month/Day/Year</p> <p style="text-align: center;">April 2, 2003</p>	<p>6. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director</p> <p><input checked="" type="checkbox"/> Officer (give title below)</p> <p><input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Other (specify below)</p> <p style="text-align: center;">Executive Vice President and General Counsel</p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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)

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Common Stock, \$.001 par value								3023.337 (1)	D	
Common Stock, \$.001 par value			Code	V	Amount	(A) or (D)	Price	350 (1)	I	Son living at home
Common Stock, \$.001 par value								5,000 (1)	I	Spouse

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)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option	\$13.00	2/21/95		A		(1)		2/21/95 (2)	2/21/05	Common Stock, par value \$.001	10,000		10,000	D
Stock Option	\$19.875	9/5/96		A		(1)		9/5/96 (2)	9/5/06	Common Stock, par value \$.001	10,000		10,000	D
Stock Option	\$18.625	1/31/97		A		(1)		1/31/97 (2)	1/31/07	Common Stock, par value \$.001	10,000		10,000	D
Stock Option	\$3.25	8/7/98		A		(1)		8/7/98 (3)	8/7/08	Common Stock, par value \$.001	225,000		225,000	D
Stock Option	\$3.00	9/21/98		A		(1)		9/21/98 (3)	9/21/08	Common Stock, par value \$.001	1,000		1,000	D
Stock Option	\$4.1875	4/8/99		A		(1)		4/8/99 (3)	4/8/09	Common Stock, par value \$.001	90,000		90,000	D
Stock Option	\$5.1875	12/8/99		A		(1)		12/8/99 (3)	12/8/09	Common Stock, par value \$.001	67,500		67,500	D
Stock Option	\$13.21	11/7/01		A		(1)		11/7/01 (3)	11/7/11	Common Stock, par value \$.001	67,500		67,500	D
Stock Option	\$18.35	4/2/03		A		20,000		4/2/03(3)	4/2/13	Common Stock, par value \$.001	20,000		20,000	D

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Explanation of Responses:

(1) Previously reported, for information purposes only. (2) 20% of these stock options are exercisable on the grant date, and 20% on each anniversary of the grant date. (3) 34% of these stock options are exercisable on the grant date, and 33% on each of the 1st and 2nd anniversaries of the grant date.

/s/ Edward L. Hardin, Jr.

4/3/03

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

<http://www.sec.gov/divisions/corpfin/forms/form4.htm>

Last update: 09/05/2002