

WEEKS MARK S
Form 4
January 03, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
WEEKS MARK S

2. Issuer Name and Ticker or Trading Symbol
CAREMARK RX INC [CMX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
211 COMMERCE STREET, SUITE 800

3. Date of Earliest Transaction (Month/Day/Year)
12/10/2004

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

SVP & Controller

(Street)
NASHVILLE, TN 37201

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock, par value \$.001	12/10/2004		M ⁽⁴⁾	5,000 A \$ 3	20,487.788	D	
Common Stock, par value \$.001	12/10/2004		S ⁽⁴⁾	5,000 D \$ 39	15,487.788	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)

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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 or Number of Shares
Stock Option	\$ 32.03					05/10/2005 ⁽¹⁾	05/10/2014	Common Stock, par value \$.001	40,000
Stock Option	\$ 16.625					07/24/1996 ⁽²⁾	07/24/2006	Common Stock, par value \$.001	8,950
Stock Option	\$ 3	12/10/2004		M ⁽⁴⁾	5,000	09/21/1998 ⁽³⁾	09/21/2008	Common Stock, par value \$.001	5,000
Stock Option	\$ 4.188					03/30/2000 ⁽³⁾	03/30/2010	Common Stock, par value \$.001	50,000
Stock Option	\$ 13.21					11/07/2001 ⁽³⁾	11/07/2011	Common Stock, par value \$.001	35,000
Stock Option	\$ 18.15					03/31/2003 ⁽³⁾	03/31/2013	Common Stock, par value \$.001	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEEKS MARK S 211 COMMERCE STREET SUITE 800			SVP & Controller	

NASHVILLE, TN 37201

Signatures

/s/ Mark S.

01/03/2005

Weeks

__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 vests in five equal annual installments beginning on the "Date Exercisable" above.
- (2) 20% of these options are exercisable on the grant date, and 20% are exercisable on each anniversary of the grant date.
- (3) 34% of these options are exercisable on the grant date, and 33% are exercisable on each of the 1st and 2nd anniversaries of the grant date.
- (4) The option exercises and stock sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 4, 2004.

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.