

RYAN THOMAS M
Form 4
August 11, 2009

FORM 4

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

OMB APPROVAL

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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 *
RYAN THOMAS 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)
ONE CVS DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/07/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & President

WOONSOCKET, RI 02895-

(City) (State) (Zip)

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

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 (D) Price			
Common Stock	08/07/2009		M	400,000 A \$ 19.2813	1,152,080.8778	D	
Common Stock	08/07/2009		S	400,000 D \$ 34.4078 (1)	752,080.8778	D	
Common Stock					37,000	I	By Foundation
Common Stock					616,427.6175	I	By Trust As Beneficiary
Common Stock					1,089,004	D	

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(restricted)

ESOP Common Stock	8,224.6752	I	By ESOP
Stock Unit	538,779.8616	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Stock Option	\$ 19.2813	08/07/2009		M	400,000	01/03/2002 01/03/2010	Common Stock 40
Phantom Stock Credits	\$ 1 ⁽²⁾					<u>(3)(4)(5)(6)</u> <u>(3)(4)(5)(6)</u>	Common Stock 17
Stock Option	\$ 25					03/10/2001 03/10/2009	Common Stock 29
Stock Option	\$ 14.9625					01/02/2003 01/02/2012	Common Stock 1,0
Stock Option	\$ 30.2625					03/07/2003 03/07/2011	Common Stock 50
Stock Option	\$ 17.6675					01/08/2005 01/08/2011	Common Stock 40
Stock Option	\$ 12.5625					01/09/2005 01/09/2013	Common Stock 90
Stock Option	\$ 22.445					01/05/2006 01/05/2012	Common Stock 40
Stock Option	\$ 30.035					04/03/2007 ⁽⁷⁾ 04/03/2013	Common Stock 49
Stock Option	\$ 34.42					04/02/2008 ⁽⁸⁾ 04/02/2014	Common Stock 40

