RYAN THOMAS M

Form 4

August 11, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations may continue.

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Ad RYAN THO	•	orting Person *	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			
ONE CVS DRIVE			(Month/Day/Year) 08/07/2009	_X Director 10% Owner X Officer (give title Other (specify below) CEO & President		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
WOONSOCKET, RI 02895-			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

	,					Perso	on		
(City)	(State)	(Zip) Table	e I - Non-D	erivative Se	ecuriti	es Acquired	, Disposed of, or Ben	eficially Owi	ned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie inDisposed of (Instr. 3, 4 a	f (D)	uired (A) or Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
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 <u>(1)</u>	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 8,224.6752 Ι By ESOP

Stock

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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(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. Transactic Code (Instr. 8)	orDeri Secu Acqı Disp	umber of vative urities uired (A) or oosed of (D) r. 3, 4, and	Expiration Date		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Sharo
Stock Option	\$ 19.2813	08/07/2009		M		400,000	01/03/2002	01/03/2010	Common Stock	40
Phantom Stock Credits	\$ 1 <u>(2)</u>						(3)(4)(5)(6)	(3)(4)(5)(6)	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

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Stock Option	\$ 41.17	04/01/2009(9)	04/01/2015	Common Stock	63
Stock Option	\$ 28.1	04/01/2010(10)	04/01/2016	Common Stock	66

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
RYAN THOMAS M							
ONE CVS DRIVE	X		CEO & President				
WOONSOCKET, RI 02895-							

Signatures

Thomas M.
Ryan

**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) Represents weighted average sale price for this trading day. Multiple sales were executed, with sales prices ranging between \$34.23 and \$34.47 per share.
- (2) Each share credit is equivalent to one share; 1-for-1 conversion.
- (3) Reflects 2002 and 2003 year end company match share credits of 33 and 581, respectively, under a non-qualified deferred compensation plan; share credits are payable in cash only, at such time as has been elected by the reporting person.
- (4) Reflects employee contribution share credits and year end company match share credits, under a non-qualified deferred compensation plan; share credits are payable in cash only, at such time as has been elected by the reporting person.
- (5) Reflects year end company match share credits under a non-qualified deferred compensation plan; share credits are payable in cash only, at such time as has been elected by the reporting person.
- (6) Reflects year-end company-match share credits under a non-qualified deferred compensation plan; share credits are payable in cash only, at such time as has been elected by the reporting person.
- (7) Option becomes exercisable in three equal annual installments, commencing 4/3/2007
- (8) Option becomes exercisable in three equal annual installments, commencing 4/2/2008.
- (9) Option becomes exercisable in three equal annual installments, commencing 4/1/2009.
- (10) Option becomes exercisable in three equal annual installments, commencing 4/1/2010.

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.

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