

Finley Sara
Form 4
April 05, 2010

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. 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 *
Finley Sara

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 (Month/Day/Year)
04/01/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Gen Counsel

ONE CVS DRIVE

(Street)

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

WOONSOCKET, RI 02895

(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	(A) or (D)	Price	
Common Stock (restricted)	04/01/2010		A		4,486 <u>(1)</u>	A	\$ 0 25,799	D
Common Stock (pep)	04/01/2010		A		2,761 <u>(2)</u>	A	\$ 0 2,761	D
Common Stock							28,386	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 Number Shares
Stock Option	\$ 36.23	04/01/2010		A	49,722 (3)	04/01/2011	04/01/2017	Common Stock	49,722
Stock Option	\$ 36.23	04/01/2010		A	27,610 (4)	04/01/2013	04/01/2020	Common Stock	27,610
Stock Option	\$ 20.23					03/22/2007 ⁽⁵⁾	03/01/2015	Common Stock	0
Stock Option	\$ 27.12					03/22/2007 ⁽⁵⁾	03/01/2016	Common Stock	131,150
Stock Option	\$ 34.42					04/02/2007 ⁽⁶⁾	04/02/2014	Common Stock	125,200
Stock Option	\$ 41.17					04/01/2009 ⁽⁷⁾	04/01/2015	Common Stock	51,890
Stock Option	\$ 28.1					04/01/2009 ⁽⁸⁾	04/01/2016	Common Stock	53,530

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Finley Sara ONE CVS DRIVE WOONSOCKET, RI 02895			SVP, Gen Counsel	

Signatures

Sara J. Finley 04/05/2010

**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) Consists of Restricted Stock Units awarded pursuant to Issuer's 1997 Incentive Compensation Plan. Restrictions lapse on 4/1/2014.
- (2) Consists of Restricted Stock Units awarded pursuant to Issuer's Partnership Equity Program under the 1997 Incentive Compensation Plan. Restrictions lapse 4/1/2015.
- (3) Option becomes exercisable in three equal annual installments, commencing 4/1/2011.
- (4) Option becomes exercisable in three equal annual installments, commencing 4/1/2013.
- (5) Option acquired in connection with the merger of Caremark Rx, Inc. with a subsidiary of CVS Corporation and the conversion of Caremark Rx, Inc. stock option to CVS Caremark Corporation stock option. Option is 100% exercisable as of the date of merger.
- (6) Option became exercisable in three equal annual installments on 4/2/2008.
- (7) Option became exercisable in three equal annual installments on 4/1/2009.
- (8) 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.

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