

RYAN THOMAS M
Form 4
December 09, 2010

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)
12/07/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board and CEO

WOONSOCKET, RI 02895

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/07/2010		M	1,012,124 A \$ 14.9625	1,776,806.8778	D	
Common Stock	12/07/2010		S ⁽¹⁾	1,012,124 D \$ 33.0574	764,682.8778	D	
Common Stock	12/07/2010		M	400,000 A \$ 22.445	1,164,682.8778	D	
Common Stock	12/07/2010		S ⁽¹⁾	400,000 D \$ 33.0574	764,682.8778	D	
					801,291	I	

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Common Stock							By Trust As Beneficiary
Common Stock (restricted)					614,722.4102	D	
ESOP Common Stock					8,315.5382	I	By ESOP
Stock Unit					1,083,265.3043	D	
Common Stock					37,000	I	By Foundation

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
Stock Option	\$ 14.9625	12/07/2010		M	1,012,124	01/02/2003	01/02/2012	Common Stock	1,012,124
Stock Option	\$ 22.445	12/07/2010		M	400,000	01/05/2006	01/05/2012	Common Stock	400,000
Phantom Stock Credits	\$ 1 ⁽⁴⁾					<u>(5)(6)(7)</u>	<u>(5)(6)(7)</u>	Common Stock	
Stock Option	\$ 25					03/10/2001	03/10/2009	Common Stock	2,000
Stock Option	\$ 12.5625					01/09/2005	01/09/2013	Common Stock	9,000
Stock Option	\$ 30.035					04/03/2007 ⁽⁸⁾	04/03/2013	Common Stock	4,000
Stock Option	\$ 34.42					04/02/2008 ⁽⁹⁾	04/02/2014	Common Stock	4,000

