

CVS CAREMARK CORP

Form 4

April 03, 2008

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FERDINANDI V MICHAEL

(Last) (First) (Middle)

ONE CVS DRIVE

(Street)

WOONSOCKET, RI 02895-

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CVS CAREMARK CORP [CVS]

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

04/01/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock					4,049 ⁽¹⁾	D	
Common Stock (Restricted)	04/01/2008		A	6,073 ⁽²⁾	A \$ 0 29,710	D	
Stock Unit					52,942.8947	D	
ESOP Preference Stock					329 ⁽³⁾	I	By ESOP
Common Stock					21,560.5196 ⁽⁴⁾	I	By Trust as Beneficiary

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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. 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
Phantom Stock Credits	\$ 0							(5)	(5)	Common Stock	3,696
Stock Option	\$ 12.475							(6)	03/05/2013	Common Stock	20,05
Stock Option	\$ 22.445							01/05/2006	01/05/2012	Common Stock	60,00
Stock Option	\$ 30.035							04/03/2007	04/03/2013	Common Stock	64,54
Stock Option	\$ 30.2625							03/07/2003	03/07/2011	Common Stock	16,00
Stock Option	\$ 34.42							04/02/2008	04/02/2014	Common Stock	60,48
Stock Option	\$ 41.17	04/01/2008		A		86,487		04/01/2009(7)	04/01/2015	Common Stock	86,48

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FERDINANDI V MICHAEL ONE CVS DRIVE WOONSOCKET, RI 02895-	Senior Vice President

Signatures

V.
MichaelFerdinandi 04/03/2008

__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).
- (7) Option becomes exercisable in three equal annual installments, commencing 4/1/2009.
- (2) Consists of Restricted Stock Units awarded pursuant to issuer's 1997 Incentive Compensation Plan. Restrictions lapse on two equal installments 50% on 12/31/10 and 50% on 12/31/2011.
- (3) Reflects stock beneficially owned pursuant to issuer's ESOP Plan.
- (1) Includes shares acquired pursuant to issuer's Employee Stock Purchase Plan.
- (4) Includes dividend reinvestment shares acquired during the course of the year.
- (6) Option became exercisable in three annual installments, commencing 1/2/2004.
- (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.

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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