

Roberts Jonathan C
Form 4
September 06, 2011

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 *
Roberts Jonathan C

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)
09/01/2011

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
EVP & COO, Caremark

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)
Common Stock	09/01/2011		M	V Amount (A) or (D) Price 48,000 A \$ 22.445	66,611.9506	D	
Common Stock	09/01/2011		S ⁽¹⁾	48,000 D \$ 36.01 ⁽²⁾	18,611.9506	D	
Common Stock (restricted)					54,944	D	
ESOP Common Stock					4,942.4291	I	By ESOP
Stock Unit					21,437.1417	D	

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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 Number of Shares
Stock Option	\$ 22.445	09/01/2011		M	48,000	01/05/2006 ⁽³⁾	01/05/2012	Common Stock	48
Phantom Stock Credits	\$ 1					⁽⁴⁾	⁽⁴⁾	Common Stock	1,44
Stock Option	\$ 30.035					04/03/2007 ⁽⁵⁾	04/03/2013	Common Stock	64
Stock Option	\$ 34.42					04/02/2008 ⁽⁶⁾	04/02/2014	Common Stock	60
Stock Option	\$ 41.17					04/01/2009 ⁽⁷⁾	04/01/2015	Common Stock	86
Stock Option	\$ 28.1					04/01/2010 ⁽⁸⁾	04/01/2016	Common Stock	101
Stock Option	\$ 36.23					04/01/2011 ⁽⁹⁾	04/01/2017	Common Stock	61
Stock Option	\$ 34.96					04/01/2012 ⁽¹⁰⁾	04/01/2018	Common Stock	85

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Roberts Jonathan C
ONE CVS DRIVE
WOONSOCKET, RI 02895-

EVP & COO, Caremark

Signatures

Jonathan C.
Roberts

09/02/2011

 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) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan.
- (2) Represents weighted average sale price for this trading day. Multiple sales were executed, with sales prices ranging between \$35.81 and \$36.25 per share.
- (3) Option became exercisable in three annual installments, commencing 1/5/2006.
- (4) 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.
- (5) Option became exercisable in three annual installments, commencing 4/3/2007.
- (6) Option became exercisable in three annual installments, commencing 4/2/2008.
- (7) Option became exercisable in three annual installments, commencing 4/1/2009.
- (8) Option became exercisable in three annual installments, commencing 4/1/2010.
- (9) Option became exercisable in three annual installments, commencing 4/1/2011.
- (10) Option becomes exercisable in four equal annual installments, commencing 4/1/2012.

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.