

Foulkes Helena
Form 4
March 02, 2012

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 *
Foulkes Helena

(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)
03/01/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/01/2012		S	5,588 D \$ 44.89	11,172.077	D	
Common Stock	03/01/2012		M	20,286 A \$ 30.04	31,458.077	D	
Common Stock	03/01/2012		S	20,286 D \$ 44.86 (1)	11,172.077	D	
Common Stock (pep)					4,352.2477	D	
Common Stock					26,382	D	

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(restricted)

ESOP

Common
Stock

3,824.1204 I

By ESOP

Stock Unit

9,502.2082 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)

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)	Amount or Number of Shares
Stock Option	\$ 30.04	03/01/2012		M	20,286	<u>(2)</u> 04/03/2013	Common Stock	20,286
Stock Option	\$ 34.42					04/02/2008 ⁽³⁾ 04/02/2014	Common Stock	23,430
Stock Option	\$ 41.17					04/01/2009 ⁽⁴⁾ 04/01/2015	Common Stock	47,560
Stock Option	\$ 28.1					04/01/2010 ⁽⁵⁾ 04/01/2016	Common Stock	64,230
Stock Option	\$ 36.23					04/01/2011 ⁽⁶⁾ 04/01/2017	Common Stock	53,540
Stock Option	\$ 34.96					04/01/2012 ⁽⁷⁾ 04/01/2018	Common Stock	48,230
Stock Option	\$ 34.96					04/01/2014 ⁽⁸⁾ 04/01/2021	Common Stock	42,910

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Foulkes Helena
ONE CVS DRIVE
WOONSOCKET, RI 02895-

Executive Vice President

Signatures

Helena Foulkes

03/02/2012

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 \$44.86 and \$44.88 per share.
 - (2) Option became exercisable in two equal annual installments on 4/3/08 and 4/3/09.
 - (3) Option became exercisable in three equal annual installments, commencing 4/2/2008.
 - (4) Option became exercisable in three equal annual installments, commencing 4/1/2009.
 - (5) Option became exercisable in three equal annual installments, commencing 4/1/2010.
 - (6) Option became exercisable in three equal annual installments, commencing 4/1/2011.
 - (7) Option becomes exercisable in four equal annual installments, commencing 4/1/2012.
 - (8) Option becomes exercisable in three equal annual installments, commencing 4/1/2014.

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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