

Foulkes Helena
 Form 3
 March 24, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Foulkes Helena		(Month/Day/Year)	CVS CAREMARK CORP [CVS]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
ONE CVS DRIVE			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
	(Street)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
WOONSOCKET,Â RIÂ 02895-			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	(give title below)	(specify below)
			Senior Vice President	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	694,5025 ⁽¹⁾	D	Â
Common Stock (Restricted)	9,989 ⁽²⁾	D	Â
Common Stock (Restricted)	12,736 ⁽³⁾	D	Â
Common Stock (Restricted)	14,988 ⁽⁴⁾	D	Â
Common Stock (Restricted)	28,322 ⁽⁵⁾	D	Â
Common Stock (Restricted)	33,323 ⁽⁶⁾	D	Â
Common Stock (Restricted)	35,116 ⁽⁷⁾	D	Â
Stock Unit	27,230.8862 ⁽⁸⁾	D	Â
Common Stock	756.4536	I	By ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option	01/05/2008	01/05/2012	Common Stock	16,667	\$ 22.45	D	Â
Stock Option	Â <u>(9)</u>	04/03/2013	Common Stock	20,286	\$ 30.04	D	Â
Stock Option	Â <u>(10)</u>	04/02/2014	Common Stock	23,438	\$ 34.42	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Foulkes Helena ONE CVS DRIVE WOONSOCKET, RI 02895-	Â	Â	Â Senior Vice President	Â

Signatures

Helena Foulkes 03/24/2008

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (3) Consists of Restricted Stock Units awarded pursuant to Issuer's 1997 Incentive Compensation Plan. Restrictions lapse on 4/3/10.
- (9) Remaining options become exercisable in two equal annual installments, on 04/03/08 and 04/03/09.
- (4) Consist of Restricted Stock Units awarded pursuant to Issuer's 1997 Incentive Compensation Plan. Restrictions lapse on 4/2/2011.
- (1) Includes shares acquired through the participation in the Issuer's Employee Stock Purchase Plan.
- (6) Consists of Restricted Stock Units awarded pursuant to Issuer's 1997 Incentive Compensation Plan. Restrictions lapse in two equal installments on 2/16/2009 and 2/16/2010.
- (5) Consists of Restricted Stock Units awarded pursuant to Issuer's 1997 Incentive Compensation Plan. Restrictions lapse 03/03/09.
- (2) Consist of Restricted Stock Units awarded pursuant to Issuer's 1997 Incentive Compensation Plan. Restrictions lapse on 4/3/2011.

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- (8) Consists of Stock Units awarded at market price pursuant to Issuer's 1997 Incentive Compensation Plan, the receipt of which the reporting person has elected to defer.
- (7) Consists of Restricted Stock Units awarded pursuant to Issuer's 1997 Incentive Compensation Plan. Restrictions lapse 02/16/09.
- (10) Option becomes exercisable in three annual installments, commencing 04/02/2008.

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.