

MCLURE HOWARD A
Form 4
August 11, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
MCLURE HOWARD A

(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)
08/07/2009

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)
President, Caremark Pharm Serv

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/07/2009		M	V Amount (A) or (D) Price	63,742	D	
Common Stock	08/07/2009		M	V Amount (A) or (D) Price	136,258	D	
Common Stock	08/07/2009		S ⁽²⁾	V Amount (A) or (D) Price	63,742	D	
Common Stock	08/07/2009		S ⁽⁴⁾	V Amount (A) or (D) Price	136,258	D	
					2,512	I	

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Common Stock				By Spouse
Common Stock	3,349	I		Ira
Common Stock (restricted)	231,203	D		
Common Stock (rsu)	23,759.0343	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option	\$ 23.23	08/07/2009		M	63,742	<u>(1)</u>	06/27/2015	Common Stock	63,742
Stock Option	\$ 20.23	08/07/2009		M	136,258	<u>(1)</u>	03/01/2015	Common Stock	136,258
Stock Option	\$ 27.12					<u>(1)</u>	03/01/2016	Common Stock	234,258
Stock Option	\$ 34.42					04/02/2008 ⁽⁶⁾	04/02/2014	Common Stock	208,750
Stock Option	\$ 41.17					04/01/2009 ⁽⁷⁾	04/01/2015	Common Stock	161,429
Stock Option	\$ 28.1					04/01/2010 ⁽⁸⁾	04/01/2016	Common Stock	128,400

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCLURE HOWARD A
ONE CVS DRIVE
WOONSOCKET, RI 02895-

President, Caremark Pharm Serv

Signatures

Howard A. 08/11/2009
McLure

**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) Option acquired in connection with the merger of Caremark Rx, Inc. with a subsidiary of CVS Corporation and the conversion of Caremark Rx, Inc. stock option to CVS/Caremark Corporation stock option. Option is 100% exercisable as of the date of the merger.
- (2) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan.
- (3) Represents weighted average sale price for this trading day. Multiple sales were executed, with sales prices ranging between \$34.32 and \$34.51 per share.
- (4) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan.
- (5) Represents weighted average sale price for this trading day. Multiple sales were executed, with sales prices ranging between \$34.00 and \$34.32 per share.
- (6) Option becomes exercisable in three equal annual installments, commencing 4/2/2008.
- (7) Option becomes exercisable in three equal annual installments, commencing 4/1/2009.
- (8) Option becomes exercisable in three equal installments, commencing 4/1/2010.

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.