

RYAN THOMAS M
Form 4
August 11, 2009

FORM 4

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

OMB APPROVAL

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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 *
RYAN THOMAS M

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)
08/07/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & President

WOONSOCKET, RI 02895-

(City) (State) (Zip)

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

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)
			Code	V Amount (D) Price			
Common Stock	08/07/2009		M	400,000 A \$ 19.2813	1,152,080.8778	D	
Common Stock	08/07/2009		S	400,000 D \$ 34.4078 (1)	752,080.8778	D	
Common Stock					37,000	I	By Foundation
Common Stock					616,427.6175	I	By Trust As Beneficiary
Common Stock					1,089,004	D	

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(restricted)

ESOP Common Stock	8,224.6752	I	By ESOP
Stock Unit	538,779.8616	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Shares
Stock Option	\$ 19.2813	08/07/2009		M	400,000	01/03/2002	01/03/2010	Common Stock	40
Phantom Stock Credits	\$ 1 ⁽²⁾					<u>(3)(4)(5)(6)</u>	<u>(3)(4)(5)(6)</u>	Common Stock	17
Stock Option	\$ 25					03/10/2001	03/10/2009	Common Stock	29
Stock Option	\$ 14.9625					01/02/2003	01/02/2012	Common Stock	1,0
Stock Option	\$ 30.2625					03/07/2003	03/07/2011	Common Stock	50
Stock Option	\$ 17.6675					01/08/2005	01/08/2011	Common Stock	40
Stock Option	\$ 12.5625					01/09/2005	01/09/2013	Common Stock	90
Stock Option	\$ 22.445					01/05/2006	01/05/2012	Common Stock	40
Stock Option	\$ 30.035					04/03/2007 ⁽⁷⁾	04/03/2013	Common Stock	49
Stock Option	\$ 34.42					04/02/2008 ⁽⁸⁾	04/02/2014	Common Stock	40

