

MCGUIGAN STUART M

Form 4

February 15, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCGUIGAN STUART M

(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)

02/13/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP and CIO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	02/13/2012		M	30,606	A \$ 27.23	41,572.6882	D
Common Stock	02/13/2012		S	30,606	D \$ (1) 43.1534	10,966.6882	D
Common Stock (pep)						9,537.6549	D
Common Stock (restricted)						21,612	D
Stock Unit						5,437	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 or Number of Shares
Stock Option	\$ 27.23	02/13/2012		M		30,606		12/29/2011 ⁽²⁾	12/29/2018	Common Stock	30,606
Stock Option	\$ 28.1							04/01/2010 ⁽³⁾	04/01/2016	Common Stock	21,413
Stock Option	\$ 36.23							04/01/2011 ⁽⁴⁾	04/01/2017	Common Stock	53,540
Stock Option	\$ 34.96							04/01/2012 ⁽⁵⁾	04/01/2018	Common Stock	42,872

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCGUIGAN STUART M ONE CVS DRIVE WOONSOCKET, RI 02895	SVP and CIO

Signatures

/s/ Stuart M.
McGuigan

02/14/2012

__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)

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Represents weighted average sale price for this trading day. Multiple sales were executed, with sales prices ranging between \$43.17 and \$43.20 per share.

- (2) Option becomes exercisable in three equal annual installments, commencing 12/29/2011.
- (3) Option became exercisable in three equal annual installments, commencing 4/1/2010.
- (4) Option became exercisable in three equal annual installments, commencing 4/1/2011.
- (5) 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.

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