

SGARRO DOUGLAS A

Form 4

April 04, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SGARRO DOUGLAS 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)

04/02/2012

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 below) ____ Other (specify
below) below)

EVP and CLO

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	04/02/2012		M	44,622 A	\$ 36.23	52,843.1895	D
Common Stock	04/02/2012		F	3,399 (2) D	\$ 45.07	72,889.1895	D
Common Stock	04/02/2012		M	23,445 A	\$ 34.96	76,288.1895	D
Common Stock	04/02/2012		M	64,237 A	\$ 28.1	137,126.1895	D
Common Stock	04/02/2012		S(1)	44,622 D	\$ 44.96 (3)	92,504.1895	D

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Common Stock	04/02/2012	S ⁽¹⁾	23,445	D	\$ 44.96 (4)	69,059.1895	D	
Common Stock	04/02/2012	S ⁽¹⁾	64,237	D	\$ 44.96 (5)	4,822.1895	D	
Common Stock	04/04/2012	S ⁽¹⁾	4,608	D	\$ 44.65 (6)	214.1895	D	
Common Stock (restricted)						91,382	D	
ESOP Common Stock						2,211.8523	I	By ESOP
Stock Unit						14,681	D	

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option	\$ 36.23	04/02/2012		M		44,622		04/01/2011 ⁽⁷⁾	04/01/2017	Common Stock	44,622
Stock Option	\$ 34.96	04/02/2012		M		23,445		04/01/2012 ⁽⁸⁾	04/01/2018	Common Stock	23,445
Stock Option	\$ 28.1	04/02/2012		M		64,237		04/01/2010 ⁽⁹⁾	04/01/2016	Common Stock	64,237
Stock Option	\$ 41.17							04/01/2009 ⁽¹⁰⁾	04/01/2015	Common Stock	172,900

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SGARRO DOUGLAS A ONE CVS DRIVE WOONSOCKET, RI 02895-			EVP and CLO	

Signatures

Douglas A.
Sgarro 04/04/2012

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) All sales were effected pursuant to a Rule 10b5-1 plan.
- (2) Surrender of shares in payment of withholding taxes due.
- (3) Represents weighted average sale price for this trading day. Multiple sales were executed, with sales prices ranging between \$44.21 and \$45.18 per share.
- (4) Represents weighted average sale price for this trading day. Multiple sales were executed, with sales prices ranging between \$44.21 and \$45.18 per share.
- (5) Represents weighted average sale price for this trading day. Multiple sales were executed, with sales prices ranging between \$44.21 and \$45.18 per share.
- (6) Represents weighted average sale price for this trading day. Multiple sales were executed, with sales prices ranging between \$44.64 and \$44.66 per share.
- (7) Option became exercisable in three equal annual installments, commencing 4/1/2011.
- (8) Option becomes exercisable in four equal annual installments, commencing 4/1/2012.
- (9) Option became exercisable in three equal annual installments, commencing 4/1/2010.
- (10) Option became exercisable in three equal annual installments, commencing 4/1/2009.

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