

MERLO LARRY J
Form 4
July 03, 2012

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 *
MERLO LARRY J

(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)
07/02/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	(A) or (D)	Price
Common Stock	07/02/2012		M		80,679	A	\$ 30.035
Common Stock	07/02/2012		S ⁽¹⁾		80,679	D	\$ 46.95 ⁽²⁾
Common Stock	07/02/2012		M		80,680	A	\$ 30.035
Common Stock	07/02/2012		S ⁽¹⁾		80,680	D	\$ 46.96 ⁽³⁾
Common Stock							333,126.6339

By Trust As Beneficiary

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Common Stock (restricted)	288,004	D	
ESOP Common Stock	6,239.5451	I	By ESOP
Stock Unit	278,877.9157	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	\$ 30.035	07/02/2012		M	80,679	04/03/2007 ⁽⁴⁾	04/03/2013	Common Stock	80
Stock Option	\$ 30.035	07/02/2012		M	80,680	04/03/2007 ⁽⁴⁾	04/03/2013	Common Stock	80
Phantom Stock Credits	\$ 1 ⁽⁵⁾					⁽⁶⁾ / ₍₇₎	⁽⁶⁾ / ₍₇₎	Common Stock	5,200
Stock Option	\$ 34.42					04/02/2008 ⁽⁸⁾	04/02/2014	Common Stock	136
Stock Option	\$ 41.17					04/01/2009 ⁽⁹⁾	04/01/2015	Common Stock	144
Stock Option	\$ 28.1					04/01/2010 ⁽¹⁰⁾	04/01/2016	Common Stock	185
Stock Option	\$ 36.23					04/01/2011 ⁽¹¹⁾	04/01/2017	Common Stock	152
Stock Option	\$ 34.96					04/01/2012 ⁽¹²⁾	04/01/2018	Common Stock	241
	\$ 45.07					04/02/2013 ⁽¹³⁾	04/02/2019		332

Stock
Option

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MERLO LARRY J ONE CVS DRIVE WOONSOCKET, RI 02895-	X		President and CEO	

Signatures

Larry J. Merlo 07/03/2012

**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) Represents weighted average sale price for this trading day. Multiple sales were executed, with sales prices ranging between \$46.76 and \$47.03 per share.
- (3) Represents weighted average sale price for this trading day. Multiple sales were executed, with sales prices ranging from \$46.74 and \$47.03 per share.
- (4) Option became exercisable in three equal annual installments, commencing 4/3/2007.
- (5) Each share credit is equivalent to one share; 1-for-1 conversion.
- (6) Reflects 2002 and 2003 year end company match share credits of 33 and 27, respectively, under a non-qualified deferred compensation plan; share credits are payable in cash only, at such time as has been elected by the reporting person.
- (7) Reflects year end company match share credits under a non-qualified deferred compensation plan; share credits are payable in cash only, at such time as has been elected by the reporting person.
- (8) Option became exercisable in three equal annual installments, commencing 4/2/2008.
- (9) Option became exercisable in three equal annual installments, commencing 4/1/2009.
- (10) Option became exercisable in three equal annual installments, commencing 4/1/2010.
- (11) Option became exercisable in three equal annual installments, commencing 4/1/2011.
- (12) Option became exercisable in four equal annual installments, commencing 4/1/2012.
- (13) Option becomes exercisable in four equal annual installments, commencing 4/2/2013.

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.