

Brennan Troyen A
 Form 4
 April 04, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Brennan Troyen A

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)
 04/02/2012

____ Director
 Officer (give title below) _____ Other (specify below)
 EVP, Chief Medical Officer

WOONSOCKET, RI 02895

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

(City) (State) (Zip)

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	V	48,178 A \$ 28.1	70,647.1987	D
Common Stock	04/02/2012		S ⁽¹⁾		48,178 (2) D \$ 44.9607	22,469.1987	D
Common Stock (restricted)	04/02/2012		A		16,641 (3) A \$ 45.07	59,573	D
Common Stock	04/02/2012		F		2,549 (4) D \$ 45.07	19,920.1987	D
Common Stock (pep)						11,027.1987	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 Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Stock Option	\$ 28.1	04/02/2012		M		48,178	04/01/2010 ⁽⁵⁾	04/01/2016	Common Stock
Stock Option	\$ 45.07	04/02/2012		A		66,548	04/02/2013 ⁽⁶⁾	04/02/2019	Common Stock
Stock Option	\$ 36.23						04/01/2011 ⁽⁷⁾	04/01/2017	Common Stock
Stock Option	\$ 28.26						11/17/2011 ⁽⁸⁾	11/17/2018	Common Stock
Stock Option	\$ 34.96						04/01/2012 ⁽⁹⁾	04/01/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brennan Troyen A ONE CVS DRIVE WOONSOCKET, RI 02895			EVP, Chief Medical Officer	

Signatures

/s/ Troyen
Brennan

04/03/2012

**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.

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- (2) Represents weighted average sale price for this trading day. Multiple sales were executed, with sales prices ranging between \$44.21 and \$45.19 per share.
- (3) Consists of Restricted Stock Units awarded pursuant to Issuer's 2010 Incentive Compensation Plan. Restrictions lapse 50% on 4/2/2015 and 50% on 4/2/2017.
- (4) Surrender of shares in payment of withholding taxes due.
- (5) Option became exercisable in three equal annual installments, commencing 4/1/2010.
- (6) Option becomes exercisable in four equal annual installments, commencing 4/2/2013.
- (7) Option became exercisable in three equal annual installments, commencing 4/1/2011.
- (8) Option became exercisable in three equal annual installments, commencing 11/17/2011.
- (9) Option became 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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