

FERDINANDI V MICHAEL
 Form 4
 April 03, 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 *
FERDINANDI V MICHAEL

(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)
04/01/2009

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)
Senior Vice President

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 (restricted) | 04/01/2009 | | A | 7,563 (1) A \$ 0 | 37,273 | D | |
| Common Stock | | | | | 20,031.2799 | D | |
| Common Stock | | | | | 21,677.5396 | I | By Trust As Beneficiary |
| ESOP Common Stock | | | | | 1,698.5315 | I | By ESOP |
| Stock Unit | | | | | 59,076.7647 | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option | \$ 28.1 | 04/01/2009 | | A | 91,002 | 04/01/2010 ⁽²⁾ 04/01/2016 | Common Stock | 91,002 |
| Phantom Stock Credits | \$ 1 ⁽³⁾ | | | | | <u>(4)(5)(6)</u> <u>(4)(5)(6)</u> | Common Stock | 5,000 |
| Stock Option | \$ 30.035 | | | | | <u>(7)</u> 04/03/2013 | Common Stock | 21,511 |
| Stock Option | \$ 34.42 | | | | | 04/02/2008 ⁽⁸⁾ 04/02/2014 | Common Stock | 60,488 |
| Stock Option | \$ 41.17 | | | | | 04/01/2009 ⁽⁹⁾ 04/01/2015 | Common Stock | 86,488 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FERDINANDI V MICHAEL ONE CVS DRIVE WOONSOCKET, RI 02895- | | | Senior Vice President | |

Signatures

Michael V.
Ferdinandi 04/03/2009

**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) Consists of Restricted Stock Units awarded pursuant to issuer's 1997 Incentive Compensation Plan. Restrictions lapse on two equal installments 50% on 12/31/2011 and 50% on 12/31/2012.
- (2) Option becomes exercisable in three equal installments, commencing 4/1/2010.
- (3) Each share credit is equivalent to one share; 1-for-1 conversion.
- (4) Reflects 2001, 2002 and 2003 year end company match share credits of 69, 66 and 256, 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.
- (5) Reflects employee contribution share credits and 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.
- (6) 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.
- (7) Option became exercisable in three annual installments, commencing 04/03/2007.
- (8) Option becomes exercisable in three equal annual installments, commencing 4/2/2008.
- (9) Option becomes exercisable in three equal annual installments, commencing 4/1/2009.

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.