

Denton David M  
Form 4  
April 05, 2010

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Denton David 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)

04/01/2010

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)

EVP, CFO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock<br>(restricted)       | 04/01/2010                              |                                                             | A                                    | 8,626<br>(1)                                                            | A \$ 0                                                                                                             | 32,502.2856                                                             | D                                                                 |
| Common<br>Stock                       | 04/02/2010                              |                                                             | F                                    | 2,916<br>(2)                                                            | D \$<br>36.23                                                                                                      | 21,209.0814                                                             | D                                                                 |
| Common<br>Stock                       | 04/03/2010                              |                                                             | F                                    | 349 (2)                                                                 | D \$<br>36.23                                                                                                      | 20,860.0814                                                             | D                                                                 |
| Common<br>Stock (pep)                 |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 1,264.3188                                                              | D                                                                 |
| ESOP<br>Common                        |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 1,557.2263                                                              | I By ESOP                                                         |

## Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D) | Date Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option                                     | \$ 36.23                                                           | 04/01/2010                              |                                                             | A                                    |                                                                                                              | 95,618<br>(3)                                                  |     | 04/01/2011                                                       | 04/01/2017         | Common<br>Stock | 95,618                              |
| Phantom<br>Stock<br>Credits                         | \$ 0                                                               |                                         |                                                             |                                      |                                                                                                              |                                                                |     | (4)                                                              | (5)                | Common<br>Stock | 738                                 |
| Stock<br>Option                                     | \$ 30.2625                                                         |                                         |                                                             |                                      |                                                                                                              |                                                                |     | (6)                                                              | 03/07/2011         | Common<br>Stock | 5,000                               |
| Stock<br>Option                                     | \$ 30.035                                                          |                                         |                                                             |                                      |                                                                                                              |                                                                |     | (7)                                                              | 04/03/2013         | Common<br>Stock | 11,500                              |
| Stock<br>Option                                     | \$ 34.42                                                           |                                         |                                                             |                                      |                                                                                                              |                                                                |     | (8)                                                              | 04/02/2014         | Common<br>Stock | 14,100                              |
| Stock<br>Option                                     | \$ 40.28                                                           |                                         |                                                             |                                      |                                                                                                              |                                                                |     | (9)                                                              | 03/05/2018         | Common<br>Stock | 12,400                              |
| Stock<br>Option                                     | \$ 22.445                                                          |                                         |                                                             |                                      |                                                                                                              |                                                                |     | 01/05/2008                                                       | 01/05/2012         | Common<br>Stock | 5,330                               |
| Stock<br>Option                                     | \$ 41.17                                                           |                                         |                                                             |                                      |                                                                                                              |                                                                |     | 04/01/2009(10)                                                   | 04/01/2015         | Common<br>Stock | 26,800                              |
| Stock<br>Option                                     | \$ 28.1                                                            |                                         |                                                             |                                      |                                                                                                              |                                                                |     | 04/01/2010(11)                                                   | 04/01/2016         | Common<br>Stock | 48,100                              |

## Reporting Owners

Reporting Owner Name / Address

Relationships

## Edgar Filing: Denton David M - Form 4

Director    10% Owner    Officer    Other

Denton David M  
ONE CVS DRIVE  
WOONSOCKET, RI 02895-

EVP, CFO

## Signatures

/s/ David M.  
Denton

04/05/2010

\_\_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 4/1/2013 and 50% on 7/23/2020.
- (2) Surrender of shares in payment of withholding taxes due.
- (3) Option becomes exercisable in three equal annual installments, commencing 4/1/2011.
- (4) 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.
- (5) 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.
- (6) Option became exercisable in three annual installments, commencing 3/7/2003.
- (7) Option becomes exercisable in three annual installments, commencing 4/3/2007.
- (8) Option becomes exercisable in three equal annual installments, commencing 4/2/2008.
- (9) Option becomes exercisable in three equal annual installments, commencing 3/5/2011.
- (10) Option becomes exercisable in three equal annual installments, commencing 4/1/2009.
- (11) Option becomes exercisable in three equal installments, commencing 4/1/2010.

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.