

RYAN THOMAS M

Form 4

December 09, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RYAN THOMAS 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)
12/07/2010

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)

Chairman of the Board 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)
Common Stock	12/07/2010		M	1,012,124	A	\$ 14.9625	1,776,806.8778 D
Common Stock	12/07/2010		S ⁽¹⁾	1,012,124	D	\$ 33.0574 (2)	764,682.8778 D
Common Stock	12/07/2010		M	400,000	A	\$ 22.445	1,164,682.8778 D
Common Stock	12/07/2010		S ⁽¹⁾	400,000	D	\$ 33.0574 (3)	764,682.8778 D
						801,291	I

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Common Stock				By Trust As Beneficiary
Common Stock (restricted)	614,722.4102	D		
ESOP Common Stock	8,315.5382	I		By ESOP
Stock Unit	1,083,265.3043	D		
Common Stock	37,000	I		By Foundation

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Stock Option	\$ 14.9625	12/07/2010		M	1,012,124	01/02/2003	01/02/2012	Common Stock	1,012,124
Stock Option	\$ 22.445	12/07/2010		M	400,000	01/05/2006	01/05/2012	Common Stock	400,000
Phantom Stock Credits	\$ 1 ⁽⁴⁾					<u>(5)(6)(7)</u>	<u>(5)(6)(7)</u>	Common Stock	
Stock Option	\$ 25					03/10/2001	03/10/2009	Common Stock	2,000
Stock Option	\$ 12.5625					01/09/2005	01/09/2013	Common Stock	9,000
Stock Option	\$ 30.035					04/03/2007 ⁽⁸⁾	04/03/2013	Common Stock	4,000
Stock Option	\$ 34.42					04/02/2008 ⁽⁹⁾	04/02/2014	Common Stock	4,000

Stock Option	\$ 41.17	04/01/2009 ⁽¹⁰⁾	04/01/2015	Common Stock	6
Stock Option	\$ 28.1	04/01/2010 ⁽¹¹⁾	04/01/2016	Common Stock	6
Stock Option	\$ 36.23	04/01/2011 ⁽¹²⁾	04/01/2017	Common Stock	4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RYAN THOMAS M ONE CVS DRIVE WOONSOCKET, RI 02895	X		Chairman of the Board and CEO	

Signatures

Thomas M.
Ryan

12/09/2010

 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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
 - (2) Represents weighted average sale price for this trading day. Multiple sales were executed, with sales prices ranging between \$33.00 and \$33.08 per share.
 - (3) Represents weighted average sale price for this trading day. Multiple sales were executed, with sales prices ranging between \$33.00 and \$33.08 per share.
 - (4) Each share credit is equivalent to one share; 1-for-1 conversion.
 - (5) Reflects 2002 and 2003 year end company match share credits of 33 and 581, 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.
 - (6) 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.
 - (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 becomes exercisable in three equal annual installments, commencing 4/3/2007.
 - (9) Option becomes exercisable in three equal annual installments, commencing 4/2/2008.
 - (10) Option becomes exercisable in three equal annual installments, commencing 4/1/2009.
 - (11) Option becomes exercisable in three equal annual installments, commencing 4/1/2010.
 - (12) Option becomes exercisable in three equal annual installments, commencing 4/1/2011.

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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