

HEADRICK ROGER L

Form 5

February 03, 2003

FORM 5

☐ Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ Form 3 Holdings Reported

☐ Form 4 Transactions Reported

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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1. Name and Address of Reporting Person Headrick, Roger L. (Last) (First) (Middle) 3000 Galleria Tower, Suite 1000 (Street) Birmingham, AL 35244 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Caremark Rx, Inc. CMX	4. Statement for Month/Year December 31, 2002	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
			<input checked="" type="checkbox"/> Director Officer (give title below)	<input type="checkbox"/> 10% Owner Other (specify below)
5. If Amendment, Date of Original (Month/Year) /			7. Individual or Joint/Group Reporting (check applicable line)	

☒ Form Filed by One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Form Filed by More than One Reporting Person

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 at the end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct(D) or Indirect(I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, par							36,000(1)	D	

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value \$.001									
Common Stock, par value \$.001							1,250	I	Held by spouse

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

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)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Ownership of Derivative Security: Beneficially Owned (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Unit		10/1/02		A	(1)		(2)		Common Stock, \$.001 par value	339.41	\$16.94	339.41	D	
Stock Unit		7/1/02		A	1,680.30		(2)		Common Stock, \$.001 par value	1,680.30	\$17.11	1,680.30	D	
Stock Unit		1/2/03		A	280.44		(2)		Common Stock, \$.001 par value	280.44	\$16.403	280.44	D	
Stock Option	\$18.625	1/31/97		A	(1)		1/31/97(3)	1/31/07	Common Stock, \$.001 par value	25,000		25,000	D	
Stock Option	\$3.25	10/19/98		A	(1)		10/19/98(3)	10/19/08	Common Stock, \$.001 par value	50,000		50,000	D	
Stock Option	\$5.4375	1/27/99		A	(1)		1/27/99(3)	1/27/09	Common Stock, \$.001 par value	50,000		50,000	D	
Stock Option	\$3.8750	3/8/00		A	(1)		3/8/00(3)	3/8/10	Common Stock, \$.001 par value	25,000		25,000	D	
Stock Option	\$12.25	1/12/01		A	(1)		1/12/01(3)	1/12/11	Common Stock, \$.001 par value	25,000		25,000	D	
Stock Option	\$15.80	1/2/02		A	(1)		1/2/02(3)	1/2/12	Common Stock, \$.001 par value	25,000		25,000	D	

Explanation of Responses:

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(1) Previously reported, for information purposes only. (2) These stock units were accrued under the Caremark Rx, Inc. Director Deferred Compensation Plan, pursuant to which the reporting person has deferred an annual retainer and/or meeting fees. The reporting person may elect payment of the stock units in the form of a lump sum payment of Caremark Rx, Inc. common stock no earlier than 4 years after the last day of the calendar year in which the compensation attributable to the stock units was deferred. Payment will be made within a reasonably practicable period of time following the earlier of a change in control (as defined in the plan) or the cessation of the reporting person's status as a non-employee member of the Caremark Rx, Inc. Board of Directors. (3) 34% of these options are exercisable on the grant date, and 33% are exercisable on each of the 1st and 2nd anniversaries of the grant date.

/s/ Roger L. Headrick

** Signature of Reporting Person

1/31/03

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, *see* Instruction 6 for procedure.

<http://www.sec.gov/divisions/corpfin/forms/form5.htm>

Last update: 09/03/2002

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Sara J. Finley, in her capacity as Corporate Secretary of Caremark Rx, Inc. (the Company), and Irene M. Graves, in her capacity as Assistant Corporate Secretary of the Company, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the reasonable opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's reasonable discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 3rd day of October, 2002.

/s/ Roger L. Headrick
Roger L. Headrick