

Roberts Jonathan C
 Form 4
 April 05, 2011

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 *
 Roberts Jonathan C

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)
 04/01/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & COO, Caremark

WOONSOCKET, RI 02895-
 (City) (State) (Zip)

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

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) | 04/01/2011 | | A | 22,884 (1) A \$ 34.96 | 57,857 | D | |
| Common Stock | | | | | 18,611.9506 | D | |
| ESOP Common Stock | | | | | 4,942.4291 | I | By ESOP |
| Stock Unit | | | | | 18,524.1417 | D | |

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

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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 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Stock Option | \$ 34.96 | 04/01/2011 | | A | 85,743 | 04/01/2012 ⁽²⁾ | 04/01/2018 | Common Stock | 85,743 |
| Phantom Stock Credits | \$ 1 | | | | | ⁽³⁾ | ⁽³⁾ | Common Stock | 1,441 |
| Stock Option | \$ 22.445 | | | | | 01/05/2006 ⁽⁴⁾ | 01/05/2012 | Common Stock | 48,000 |
| Stock Option | \$ 30.035 | | | | | 04/03/2007 ⁽⁵⁾ | 04/03/2013 | Common Stock | 64,500 |
| Stock Option | \$ 34.42 | | | | | 04/02/2008 ⁽⁶⁾ | 04/02/2014 | Common Stock | 60,000 |
| Stock Option | \$ 41.17 | | | | | 04/01/2009 ⁽⁷⁾ | 04/01/2015 | Common Stock | 86,000 |
| Stock Option | \$ 28.1 | | | | | 04/01/2010 ⁽⁸⁾ | 04/01/2016 | Common Stock | 101,000 |
| Stock Option | \$ 36.23 | | | | | 04/01/2011 ⁽⁹⁾ | 04/01/2017 | Common Stock | 61,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Roberts Jonathan C ONE CVS DRIVE WOONSOCKET, RI 02895- | | | EVP & COO, Caremark | |

Signatures

Jonathan C.
Roberts

04/05/2011

 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 2010 Incentive Compensation Plan. Restrictions lapse in two equal installments, 50% on 4/1/2014 and 50% on 4/1/2016.
- (2) Option becomes exercisable in four equal annual installments, commencing 4/1/2012.
- (3) 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.
- (4) Option became exercisable in three annual installments, commencing 1/5/2006.
- (5) Option became exercisable in three annual installments, commencing 4/3/2007.
- (6) Option became exercisable in three annual installments, commencing 4/2/2008.
- (7) Option became exercisable in three annual installments, commencing 4/1/2009.
- (8) Option became exercisable in three annual installments, commencing 4/1/2010.
- (9) Option became exercisable in three 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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