

Denton David M
Form 4
April 05, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

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 *
Denton David M

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)

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2010

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

ONE CVS DRIVE

(Street)

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

WOONSOCKET, RI 02895-

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock (restricted)	04/01/2010		A		8,626 <u>(1)</u>	A	\$ 0 32,502.2856 D
Common Stock	04/02/2010		F		2,916 <u>(2)</u>	D	\$ 36.23 21,209.0814 D
Common Stock	04/03/2010		F		349 <u>(2)</u>	D	\$ 36.23 20,860.0814 D
Common Stock (pep)							1,264.3188 D
ESOP 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 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 or Number of Shares
Stock Option	\$ 36.23	04/01/2010		A	95,618 (3)	04/01/2011	04/01/2017	Common Stock	95,618
Phantom Stock Credits	\$ 0					(4)	(5)	Common Stock	738
Stock Option	\$ 30.2625					(6)	03/07/2011	Common Stock	5,000
Stock Option	\$ 30.035					(7)	04/03/2013	Common Stock	11,500
Stock Option	\$ 34.42					(8)	04/02/2014	Common Stock	14,100
Stock Option	\$ 40.28					(9)	03/05/2018	Common Stock	12,400
Stock Option	\$ 22.445					01/05/2008	01/05/2012	Common Stock	5,330
Stock Option	\$ 41.17					04/01/2009 ⁽¹⁰⁾	04/01/2015	Common Stock	26,800
Stock Option	\$ 28.1					04/01/2010 ⁽¹¹⁾	04/01/2016	Common Stock	48,100

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Edgar Filing: Denton David M - Form 4

Director 10% Owner Officer Other

Denton David M
ONE CVS DRIVE
WOONSOCKET, RI 02895-

EVP, CFO

Signatures

/c/ 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.