

Denton David M
Form 4
September 16, 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 *
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)
09/14/2011

____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	09/14/2011		M	5,334 A \$ 22.445	38,969	D	
Common Stock	09/14/2011		S(1)	5,334 D \$ 37	33,635	D	
Common Stock (pep)					1,287.9484	D	
Common Stock (restricted)					46,097	D	
ESOP Common					1,568.897	I	By ESOP

Stock

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 (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	\$ 22.445	09/14/2011		M	5,334	01/05/2008	01/05/2012	Common Stock	5,334
Phantom Stock Credits	\$ 0					(2)	(3)	Common Stock	731.50
Stock Option	\$ 30.035					(4)	04/03/2013	Common Stock	11,500
Stock Option	\$ 34.42					04/02/2008(5)	04/02/2014	Common Stock	14,100
Stock Option	\$ 41.17					04/01/2009(6)	04/01/2015	Common Stock	26,800
Stock Option	\$ 28.1					04/01/2010(7)	04/01/2016	Common Stock	48,100
Stock Option	\$ 40.28					03/05/2011(8)	03/05/2018	Common Stock	12,400
Stock Option	\$ 36.23					04/01/2011(9)	04/01/2017	Common Stock	95,600
Stock Option	\$ 34.96					04/01/2012(10)	04/01/2018	Common Stock	107,100

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Denton David M
ONE CVS DRIVE
WOONSOCKET, RI 02895-

EVP, CFO

Signatures

/s/ David M.
Denton 09/15/2011

**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) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan.
- (2) 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.
- (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 equal annual installments, commencing 4/3/2007.
- (5) Option became exercisable in three equal annual installments, commencing 4/2/2008.
- (6) Option became exercisable in three equal annual installments, commencing 4/1/2009.
- (7) Option became exercisable in three equal annual installments, commencing 4/1/2010.
- (8) Option became exercisable in three equal annual installments, commencing 3/5/2011.
- (9) Option became exercisable in three equal annual installments, commencing 4/1/2011.
- (10) Option becomes exercisable in four equal annual installments, commencing 4/1/2012.

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.