

Denton David M  
 Form 4  
 April 05, 2011

**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)  
 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, CFO

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 Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock (restricted)	04/01/2011		A		28,605 <u>(1)</u>	A	\$ 34.96	46,097	D	
Common Stock								33,635	D	
Common Stock (pep)								1,279.1553	D	
ESOP Common Stock								1,568.897	I	By ESOP

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Shares
Stock Option	\$ 34.96	04/01/2011		A	107,178	04/01/2012 <sup>(2)</sup>	04/01/2018	Common Stock	107,178
Phantom Stock Credits	\$ 0					<sup>(3)</sup>	<sup>(4)</sup>	Common Stock	731
Stock Option	\$ 30.035					<sup>(5)</sup>	04/03/2013	Common Stock	11
Stock Option	\$ 22.445					01/05/2008	01/05/2012	Common Stock	5,000
Stock Option	\$ 34.42					04/02/2008 <sup>(6)</sup>	04/02/2014	Common Stock	14
Stock Option	\$ 41.17					04/01/2009 <sup>(7)</sup>	04/01/2015	Common Stock	26
Stock Option	\$ 28.1					04/01/2010 <sup>(8)</sup>	04/01/2016	Common Stock	48
Stock Option	\$ 40.28					03/05/2011 <sup>(9)</sup>	03/05/2018	Common Stock	12
Stock Option	\$ 36.23					04/01/2011 <sup>(10)</sup>	04/01/2017	Common Stock	95

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Denton David M ONE CVS DRIVE WOONSOCKET, RI 02895-			EVP, CFO	

## Signatures

/c/ David M.  
Denton

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) 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) Option became exercisable in three equal annual installments, commencing 4/3/2007.
- (6) Option became exercisable in three equal annual installments, commencing 4/2/2008.
- (7) Option became exercisable in three equal annual installments, commencing 4/1/2009.
- (8) Option became exercisable in three equal annual installments, commencing 4/1/2010.
- (9) Option became exercisable in three equal annual installments, commencing 3/5/2011.
- (10) Option became 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. 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.