

Roberts Jonathan C
Form 4
April 04, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Roberts Jonathan C

(Last) (First) (Middle)

ONE CVS DRIVE

(Street)

WOONSOCKET, RI 02895-

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CVS CAREMARK CORP [CVS]

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

04/02/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

EVP & COO, Caremark

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock (restricted)	04/02/2012		A	19,415 (1)	A \$ 45.07 67,228	D	
Common Stock	04/02/2012		F	1,794 (2)	D \$ 45.07 25,819.2866	D	
ESOP Common Stock					4,996.8036	I	By ESOP
Stock Unit					24,564.9676	D	

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

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(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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option	\$ 45.07	04/02/2012		A		77,639		04/02/2013 ⁽³⁾	04/02/2019	Common Stock	77
Phantom Stock Credits	\$ 1							⁽⁴⁾	⁽⁴⁾	Common Stock	1,43
Stock Option	\$ 30.035							04/03/2007 ⁽⁵⁾	04/03/2013	Common Stock	64
Stock Option	\$ 34.42							04/02/2008 ⁽⁶⁾	04/02/2014	Common Stock	60
Stock Option	\$ 41.17							04/01/2009 ⁽⁷⁾	04/01/2015	Common Stock	86
Stock Option	\$ 28.1							04/01/2010 ⁽⁸⁾	04/01/2016	Common Stock	101
Stock Option	\$ 36.23							04/01/2011 ⁽⁹⁾	04/01/2017	Common Stock	61
Stock Option	\$ 34.96							04/01/2012 ⁽¹⁰⁾	04/01/2018	Common Stock	85

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

04/03/2012

 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 50% on 4/2/2015 and 50% on 4/2/2017.
- (2) Surrender of shares in payment of withholding taxes due.
- (3) Option becomes exercisable in four equal annual installments, commencing 4/2/2013.
- (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 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.
- (10) Option became 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.

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