

SGARRO DOUGLAS A
Form 4
August 20, 2009

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 *
SGARRO DOUGLAS A

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)
08/18/2009

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

Executive Vice President

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	08/18/2009		M		27,500	A	\$ 14.9625
Common Stock	08/18/2009		M		23,726	A	\$ 14.9625
Common Stock	08/18/2009		M		61,110	A	\$ 12.5625
Common Stock	08/18/2009		S ⁽¹⁾		112,336	D	\$ 34.5003 <u>(2)</u>
Common Stock	08/19/2009		M		45,259	A	\$ 30.2625

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Common Stock	08/19/2009	M	48,890	A	\$ 12.5625	263,876.6044	D ⁽³⁾	
Common Stock	08/19/2009	M	70,000	A	\$ 17.6675	333,876.6044	D ⁽³⁾	
Common Stock	08/19/2009	M	80,000	A	\$ 22.445	413,876.6044	D ⁽³⁾	
Common Stock	08/19/2009	S ⁽¹⁾	244,149	D	\$ 34.5114 ⁽⁴⁾	169,727.6044	D ⁽³⁾	
Common Stock	08/20/2009	M	24,741	A	\$ 30.3625	194,468.6044	D ⁽³⁾	
Common Stock	08/20/2009	S ⁽¹⁾	24,741	D	\$ 34.5	169,727.6044	D ⁽³⁾	
Common Stock (restricted)						74,893	D	
ESOP Common Stock						2,160.3254	I	By ESOP
Stock Unit						23,668.3172	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 of Shares
Stock Option	\$ 14.9625	08/18/2009		M	27,500	⁽⁵⁾	01/02/2012	Common Stock	27,500
Stock Option	\$ 14.9625	08/18/2009		M	23,726	⁽⁵⁾	01/02/2012	Common Stock	23,726
	\$ 12.5625	08/18/2009		M	61,110	01/09/2005 ⁽⁶⁾	01/09/2013		61,110

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Option Type	Exercise Price	Grant Date	Exercise Type	Quantity	Expiration Date	Expiration Date	Common Stock	Quantity
Stock Option	\$ 30.2625	08/19/2009	M	45,259	03/07/2003 ⁽⁷⁾	03/07/2011	Common Stock	45,259
Stock Option	\$ 12.5625	08/19/2009	M	48,890	01/09/2005 ⁽⁸⁾	01/09/2013	Common Stock	48,890
Stock Option	\$ 17.6675	08/19/2009	M	70,000	01/08/2005 ⁽⁹⁾	01/08/2011	Common Stock	70,000
Stock Option	\$ 22.445	08/19/2009	M	80,000	01/05/2006 ⁽¹⁰⁾	01/05/2012	Common Stock	80,000
Stock Option	\$ 30.2625	08/20/2009	M	24,741	03/07/2003 ⁽¹¹⁾	03/07/2011	Common Stock	24,741
Phantom Stock Credits	\$ 1 ⁽¹²⁾				⁽¹³⁾ ⁽¹⁴⁾ ⁽¹⁵⁾	⁽¹³⁾ ⁽¹⁴⁾ ⁽¹⁵⁾	Common Stock	7,400
Stock Option	\$ 30.035				04/03/2007	04/03/2013	Common Stock	147,500
Stock Option	\$ 34.42				04/02/2008	04/02/2014	Common Stock	136,000
Stock Option	\$ 41.17				04/01/2009	04/01/2015	Common Stock	172,900
Stock Option	\$ 28.1				04/01/2010	04/01/2016	Common Stock	192,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SGARRO DOUGLAS A ONE CVS DRIVE WOONSOCKET, RI 02895-			Executive Vice President	

Signatures

Douglas A.
Sgarro 08/20/2009

**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 in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan.
- (2)

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Represents weighted average sale price for this trading day. Multiple sales were executed, with sales prices ranging between \$34.50 and \$34.51 per share.

- (3) Includes dividend reinvestment shares acquired during the course of the year.
- (4) Represents weighted average sale price for this trading day. Multiple sales were executed, with sales prices ranging between \$34.50 and \$34.53 per share.
- (5) Option becomes exercisable in three equal annual installments, commencing 1/2/2004.
- (6) Option becomes exercisable in three equal annual installments, commencing 1/9/2005.
- (7) Option becomes exercisable in three equal annual installments, commencing 3/7/2003.
- (8) Option becomes exercisable in three equal annual installments, commencing 1/9/2005.
- (9) Option becomes exercisable in three equal annual installments, commencing 1/8/2005.
- (10) Option becomes exercisable in three equal annual installments, commencing 1/5/2006.
- (11) Option becomes exercisable in three equal annual installments, commencing 3/7/2003.
- (12) Each share credit is equivalent to one share; 1-for-1 conversion.
- (13) Distribution from a non-qualified deferred compensation plan. Phantom stock credits are payable in cash only, 1-for-1 conversion, at such time as has been elected by the reporting person.
- (14) Reflects 2001, 2002 and 2003 year end company match share credits of 442, 55 and 521, respectively, 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.
- (15) 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.

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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