

CAREMARK RX INC

Form 4

March 26, 2007

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 *
MCLURE HOWARD A

(Last) (First) (Middle)

211 COMMERCE STREET, SUITE
800

(Street)

NASHVILLE, TN 37201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CAREMARK RX INC [CMX]

3. Date of Earliest Transaction
(Month/Day/Year)
03/22/2007

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)

SEVP & COO

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, par value \$.001	03/22/2007		D	1,500 D <u>1</u> 0		I	By Spouse
Common Stock, par value \$.001	03/22/2007		D	2,000 D <u>1</u> 0		I	IRA

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

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information contained in this form are not
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SEC 1474
(9-02)

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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	\$ 32.03	03/22/2007		D	200,000	05/10/2005	05/10/2014	Common Stock, par value \$.001	200,000
Stock Option	\$ 12.125	03/22/2007		D	50,000	11/15/2000	11/15/2010	Common Stock, par value \$.001	50,000
Stock Option	\$ 13.21	03/22/2007		D	100,000	11/07/2001	11/07/2011	Common Stock, par value \$.001	100,000
Stock Option	\$ 18.35	03/22/2007		D	35,000	04/02/2003	04/02/2013	Common Stock, par value \$.001	35,000
Stock Option	\$ 37.92	03/22/2007		D	200,000	03/01/2006	03/01/2015	Common Stock, par value \$.001	200,000
Stock Option	\$ 43.55	03/22/2007		D	139,000	06/27/2006	06/27/2015	Common Stock, par value \$.001	139,000
Stock Option	\$ 50.84	03/22/2007		D	125,000	03/01/2007	03/01/2016	Common Stock, par value \$.001	125,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			SEVP & COO	

MCLURE HOWARD A
211 COMMERCE STREET
SUITE 800
NASHVILLE, TN 37201

Signatures

/s/ Denise
Sommer, POA

03/26/2007

__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) Disposed of pursuant to a merger agreement between issuer and CVS Corporation at the rate of 1.67 shares of CVS/Caremark Corporation common stock for each share of issuer stock. All issuer shares held by Reporting Person were disposed.

Issuer options are being replaced in the merger with CVS/Caremark Corporation options exercisable for CVS/Caremark Corporation common stock. The number of CVS/Caremark Corporation common shares and the exercise price of the CVS/Caremark Corporation

- (2) replacement option will be computed using a formula that will result in the Reporting Person receiving an intrinsic value in the CVS/Caremark Corporation replacement option that will be approximately equal to the intrinsic value of the issuer options valued immediately prior to the merger.

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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