MCGUIGAN STUART M

Form 4 April 05, 2011

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

January 31, SIN RENEFICIAL OWNEDSHIP OF 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue.

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

See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person **
MCGUIGAN STUART M

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

5. Relationship of Reporting Person(s) to Issuer

Symbol

CVS CAREMARK CORP [CVS]

(Check all applicable)

(Last)

(First) (Middle)

3. Date of Earliest Transaction

___ Director _____ 10% Owner

ONE CVS DRIVE

(Month/Day/Year)

__X__ Officer (give title ____ Other (specify below)

04/01/2011

SVP and CIO

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting

Person

WOONSOCKET, RI 02895

(City)	(State) (Z	Zip) Table	I - Non-D	erivative S	ecurit	ies Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			of (D)	Beneficially Form: Owned Direct (I	Ownership	Beneficial Ownership
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock (restricted)	04/01/2011		A	11,442 (1)	A	\$ 34.96	21,612	D	
Common Stock							9,841.7034	D	
Common Stock (pep)							9,403.435	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

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(9-02)

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displays a currently valid OMB control number.

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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option	\$ 34.96	04/01/2011		A	42,872	04/01/2012(2)	04/01/2018	Common Stock	42,872
Stock Option	\$ 28.1					04/01/2010(3)	04/01/2016	Common Stock	64,237
Stock Option	\$ 36.23					04/01/2011(4)	04/01/2017	Common Stock	53,546
Stock Option	\$ 27.23					12/29/2011(5)	12/29/2018	Common Stock	91,820

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

MCGUIGAN STUART M ONE CVS DRIVE WOONSOCKET, RI 02895

SVP and CIO

Signatures

/s/ Stuart M. 04/05/2011 McGuigan

**Signature of Reporting 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) Option became exercisable in three equal annual installments, commencing 4/1/2010.

Reporting Owners 2

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- (4) Option became exercisable in three equal annual installments, commencing 4/1/2011.
- (5) Option becomes exercisable in three equal annual installments, commencing 12/29/2011.

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.