FERDINANDI V MICHAEL

Form 4 April 04, 2007

FORM 4

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

OMB APPROVAL OMB 3235-0287 Number:

Estimated average

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

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

SECURITIES

response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FERDINANDI V MICHAEL Issuer Symbol CVS/CAREMARK CORP [CVS] (Last) (First) (Middle) 3. Date of Earliest Transaction

(Check all applicable)

ONE CVS DRIVE

(Month/Day/Year)

04/02/2007

Director 10% Owner _X__ Officer (give title Other (specify

below) Senior Vice President

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

WOONSOCKET, RI 02895-

(City)	(State) (Z	ip) Table	I - Non-De	erivative S	ecurit	ies Acq	quired, Disposed	of, or Benefic	ially 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 TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	(mou. 1)
Common Stock							4,049 (1)	D	
Common Stock (PEP)							4,060 (2)	D	
Common Stock (Restricted)	04/02/2007		A	5,855 (3)	A	\$0	29,681	D	
Stock Unit							31,163	D	
ESOP Preference Stock							292 (4)	I	By ESOP

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Common By Trust as 21,288 (5) I Stock Beneficiary

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. Transactic Code (Instr. 8)	orDeri Secu Acq or D (D)	urities uired Dispose tr. 3, 4	(A) ed of	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	Amoun or Number of Share
Phantom Stock Credits	\$ 0							<u>(6)</u>	<u>(6)</u>	Common Stock	2,395
Stock Option	\$ 12.475							03/05/2006	03/05/2013	Common Stock	60,15
Stock Option	\$ 12.5625							01/09/2005	01/09/2013	Common Stock	45,00
Stock Option	\$ 14.9625							01/02/2004	01/02/2012	Common Stock	7,500
Stock Option	\$ 16.98							05/17/2004	05/17/2012	Common Stock	40,00
Stock Option	\$ 17.6675							01/08/2005	01/08/2011	Common Stock	60,00
Stock Option	\$ 19.2813							01/03/2002	01/03/2010	Common Stock	16,00
Stock Option	\$ 22.445							01/05/2006	01/05/2012	Common Stock	60,00
Stock Option	\$ 23.5							05/10/2002	05/10/2009	Common Stock	12,78
Stock Option	\$ 30.035							04/03/2007	04/03/2013	Common Stock	64,54
Stock	\$ 30.2625							03/07/2003	03/07/2011	Common	16,00

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Option Stock

Stock Option \$ 34.42 04/02/2007 A 60,484 04/02/2008(7) 04/02/2014 Common Stock 60,48

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FERDINANDI V MICHAEL

ONE CVS DRIVE Senior Vice President

WOONSOCKET, RI 02895-

Signatures

V. Michael

Ferdinandi 04/04/2007

**Signature of Date Reporting Person

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).
- (2) Includes dividend reinvestment shares.
- (4) Reflects stock beneficially owned pursuant to issuer's ESOP Plan.
- (1) Includes shares acquired pursuant to issuer's Employee Stock Purchase Plan.
- (7) Option becomes exercisable in three equal annual installments, commencing 4/2/2008.
- (3) Consists of Restricted Stock Units awarded pursuant to issuer's 1997 Incentive Compensation Plan. Restrictions lapse in two equal installments on 4/2/2010 and 4/2/2012.
- (5) Includes dividend reinvestment shares acquired during the course of the year.
- (6) Reflects year end company match share credits under a non-qualified deferred compensation plan; share credits are payable in cash only, at such timee as has been elected by the reporting person.

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