

Roberts Jonathan C
 Form 4
 April 03, 2009

FORM 4

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

OMB APPROVAL

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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 *
 Roberts Jonathan C

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)
 ONE CVS DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/01/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

WOONSOCKET, RI 02895-
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock (restricted)	04/01/2009		A		8,452 (2)	A	\$ 0	53,636	D	
Common Stock								25,224.0839	D	
ESOP Common Stock								4,889.841	I	By ESOP
Stock Unit								3,424	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 of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Stock Option	\$ 28.1	04/01/2009		A	101,708	04/01/2010 ⁽¹⁾	04/01/2016	Common Stock	101,708
Phantom Stock Credits	\$ 1					⁽³⁾	⁽³⁾	Common Stock	1,400
Stock Option	\$ 25					03/10/2001 ⁽⁴⁾	03/10/2009	Common Stock	14,000
Stock Option	\$ 19.2813					01/03/2002 ⁽⁵⁾	01/03/2012	Common Stock	22,000
Stock Option	\$ 30.2625					03/07/2003 ⁽⁶⁾	03/07/2011	Common Stock	24,000
Stock Option	\$ 14.9625					01/02/2004 ⁽⁷⁾	01/02/2012	Common Stock	34,000
Stock Option	\$ 17.6675					01/08/2005 ⁽⁸⁾	01/08/2011	Common Stock	48,000
Stock Option	\$ 22.445					01/05/2006 ⁽⁹⁾	01/05/2012	Common Stock	48,000
Stock Option	\$ 30.035					04/03/2007 ⁽¹⁰⁾	04/03/2013	Common Stock	64,000
Stock Option	\$ 34.42					04/02/2008 ⁽¹¹⁾	04/02/2014	Common Stock	60,000
Stock Option	\$ 41.17					04/01/2009 ⁽¹²⁾	04/01/2015	Common Stock	86,000

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Roberts Jonathan C
ONE CVS DRIVE
WOONSOCKET, RI 02895-

Executive Vice President

Signatures

Jonathan C. 04/03/2009
Roberts

__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).
- (1) Option becomes exercisable in three equal installments, commencing 4/1/2010.
- (2) Consists of Restricted Stock Units awarded pursuant to issuer's 1997 Incentive Compensation Plan. Restrictions lapse on two equal installments 50% on 4/1/2012 and 50% on 04/01/2014.
- (3) 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.
- (4) Option became exercisable in three annual installments, commencing 3/10/2001.
- (5) Option became exercisable in three annual installments, commencing 1/3/2002.
- (6) Option became exercisable in three annual installments, commencing 3/7/2003.
- (7) Option became exercisable in three annual installments, commencing 1/2/2004.
- (8) Option became exercisable in three annual installments, commencing 1/8/2005.
- (9) Option becomes exercisable in three annual installments, commencing 1/5/2006.
- (10) Option becomes exercisable in three annual installments, commencing 4/3/2007.
- (11) Option becomes exercisable in three annual installments, commencing 4/2/2008.
- (12) Option becomes exercisable in three equal annual installments, commencing 4/1/2009.

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.