

SGARRO DOUGLAS A  
Form 4  
April 05, 2010

**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 \*  
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)  
04/01/2010

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

ONE CVS DRIVE

Executive Vice President

(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 (restricted)       | 04/01/2010                           |                                                    | A                              | 12,076 (1) A \$ 0                                                 | 86,969                                                                                        | D                                                        |                                                       |
| Common Stock                    | 04/02/2010                           |                                                    | F                              | 2,841 (2) D \$ 36.23                                              | 194,047.6044                                                                                  | D (3)                                                    |                                                       |
| ESOP Common Stock               |                                      |                                                    |                                |                                                                   | 2,171.5095                                                                                    | I                                                        | By ESOP                                               |
| Stock Unit                      |                                      |                                                    |                                |                                                                   | 229.51                                                                                        | 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                               | \$ 36.23                                               | 04/01/2010                           |                                                    | A                              | 133,865<br>(4)                                                                          | 04/01/2011                                               | 04/01/2017                                                  | Common Stock | 133    |
| Phantom Stock Credits                      | \$ 1 (6)                                               |                                      |                                                    |                                |                                                                                         | (5)(7)(8)                                                | (5)(7)(8)                                                   | Common Stock | 7,4    |
| Stock Option                               | \$ 30.035                                              |                                      |                                                    |                                |                                                                                         | 04/03/2007(9)                                            | 04/03/2013                                                  | Common Stock | 147    |
| Stock Option                               | \$ 34.42                                               |                                      |                                                    |                                |                                                                                         | 04/02/2008(10)                                           | 04/02/2014                                                  | Common Stock | 136    |
| Stock Option                               | \$ 41.17                                               |                                      |                                                    |                                |                                                                                         | 04/01/2009(11)                                           | 04/01/2015                                                  | Common Stock | 172    |
| Stock Option                               | \$ 28.1                                                |                                      |                                                    |                                |                                                                                         | 04/01/2010(12)                                           | 04/01/2016                                                  | Common Stock | 192    |

## Reporting Owners

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

## Signatures

Douglas A. Sgarro 04/05/2010

\*\*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) Consists of Restricted Stock Units awarded pursuant to Issuer's 1997 Incentive Compensation Plan. Restrictions lapse on two equal installments 50% on 4/1/2013 and 50% on 4/1/2015.
- (2) Surrender of shares in payment of withholding taxes due.
- (3) Includes dividend reinvestment shares acquired during the course of the year.
- (4) Option becomes exercisable in three equal annual installments, commencing 4/1/2011.
- (5) 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.
- (6) Each share credit is equivalent to one share; 1-for-1 conversion.
- (7) 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.
- (8) 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.
- (9) Option becomes exercisable in three equal annual installments, commencing 4/3/2007
- (10) Option becomes exercisable in three equal annual installments, commencing 4/2/2008.
- (11) Option becomes exercisable in three equal annual installments, commencing 4/1/2009.
- (12) Option becomes exercisable in three equal annual installments, commencing 4/1/2010.

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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