

RICKARD DAVID B
Form 4
December 16, 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 *
RICKARD DAVID B

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)
12/14/2009

____ Director
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

WOONSOCKET, RI 02895-

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

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/14/2009		M	80,000 A \$ 19.2813	287,179.3773	D	
Common Stock	12/14/2009		S ⁽¹⁾	80,000 D \$ 32.373 ⁽²⁾	207,179.3773	D	
Common Stock					23,934.4149	I	By Trust As Beneficiary
Common Stock (restricted)					77,477	D	
ESOP Common					1,720.8481	I	by ESOP

Stock

Stock Unit

120,769.1132 D

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

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SEC 1474
(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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option	\$ 19.2813	12/14/2009		M	80,000	01/03/2002	01/03/2010	Common Stock	80,000
Phantom Stock Credits	\$ 1 ⁽³⁾					<u>(4)(5)</u>	<u>(4)(5)</u>	Common Stock	15,000
Stock Option	\$ 30.2625					03/07/2003	03/07/2011	Common Stock	100,000
Stock Option	\$ 17.6675					01/08/2005	01/08/2011	Common Stock	100,000
Stock Option	\$ 12.5625					01/09/2005	01/09/2013	Common Stock	160,000
Stock Option	\$ 22.445					01/05/2006	01/05/2012	Common Stock	100,000
Stock Option	\$ 30.035					04/03/2007 ⁽⁶⁾	04/03/2013	Common Stock	138,300
Stock Option	\$ 34.42					04/02/2008 ⁽⁷⁾	04/02/2014	Common Stock	136,000
Stock Option	\$ 41.17					04/01/2009 ⁽⁸⁾	04/01/2015	Common Stock	172,900
Stock Option	\$ 28.1					04/01/2010 ⁽⁹⁾	04/01/2016	Common Stock	192,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICKARD DAVID B ONE CVS DRIVE WOONSOCKET, RI 02895-			Chief Financial Officer	

Signatures

David B.
Rickard

12/15/2009

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) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan.
- (2) Represents weighted average sale price for this trading day. Multiple sales were executed, with sales prices ranging between \$32.30 and \$32.45 per share.
- (3) Each share credit is equivalent to one share; 1-for-1 conversion.
- (4) Reflects 2001, 2002 and 2003 year end company match share credits of 846, 29 and 808, 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.
- (5) 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.
- (6) Option becomes exercisable in three equal annual installments, commencing 4/3/2007.
- (7) Option becomes exercisable in three equal annual installments, commencing 4/2/2008.
- (8) Option becomes exercisable in three equal annual installments, commencing 4/1/2009.
- (9) 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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