#### FERDINANDI V MICHAEL

Form 4

Common

Common Stock

(restricted)

Preference

Esop

Stock (pep)

February 20, 2009

February 20, 2	2009											
<b>FORM</b>	1							_	OMB APPROVAL			
	Washington, D.C. 20549						OMB Number:	3235-0287				
Check this if no longe subject to Section 16 Form 4 or	er STATEME	STATEMENT OF CHANGES IN BENEFICIAL OWN SECURITIES					NERSHIP OF	Expires: January 3 200 Estimated average burden hours per response 0				
Form 5 obligations may continue. See Instruction 1(b).  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 Re	esponses)											
1. Name and Ad FERDINANI	Symbol	ouer Name <b>and</b> Ticker or Trading ol CAREMARK CORP [CVS]				5. Relationship of Reporting Person(s) to Issuer						
(Lost)	(Eirat) (Mid							(Check all applicable)				
(M			3. Date of Earliest Transaction (Month/Day/Year) 02/18/2009				Director 10% Owner Other (specify below) Senior Vice President					
	ndment, Date Original th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person							
WOONSOCKET, RI 02895-  Form filed by More Person						More than One	Reporting					
(City)	(State) (Zi	p) Table	e I - Non-D	erivative S	ecurities	s Acq	uired, Disposed o	f, or Benefic	ially Owned			
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Executio (Instr. 3) any		med 3. on Date, if Transaction Code Day/Year) (Instr. 8)				Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	02/18/2009		Code V	Amount 15,982 (1)	or (D) F	Price	Transaction(s) (Instr. 3 and 4) 20,031	(Instr. 4)				
Common Stock				_			21,677.5396	I	By Trust As Beneficiary			

0

29,710

329

D

D

I

By Esop

### Edgar Filing: FERDINANDI V MICHAEL - Form 4

Stock

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 displays a currently valid OMB control number.

SEC 1474

(9-02)

9. Nu Deriv

Secu

Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorNumber	Expiration Da	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities	3		(Instr.	3 and 4)	
	Security				Acquired					
	·				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date Exercisable	Expiration Date	of		
									Number	
				Code \	I (A) (D)				Shares	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FERDINANDI V MICHAEL ONE CVS DRIVE WOONSOCKET, RI 02895-

Senior Vice President

## **Signatures**

Michael V.

Ferdinandi 02/19/2009

\*\*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) Consists of Stock Units awarded at market price pursuant to Issuer's 1997 Incentive Compensation Plan.

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.

Reporting Owners 2