

MCGUIGAN STUART M
Form 4
March 20, 2012

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 *
MCGUIGAN STUART M

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)
03/16/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and CIO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	03/16/2012		M	17,848 A \$ 36.23	28,814.6882	D	
Common Stock	03/16/2012		S	17,848 D \$ 45.22 (1)	10,966.6882	D	
Common Stock (pep)					9,537.6549	D	
Common Stock (restricted)					21,612	D	
Stock Unit					5,437	D	

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option	\$ 36.23	03/16/2012		M	17,848	04/01/2011 ⁽²⁾ 04/01/2017	Common Stock	17,848
Stock Option	\$ 28.1					04/01/2010 ⁽³⁾ 04/01/2016	Common Stock	21,413
Stock Option	\$ 27.23					12/29/2011 ⁽⁴⁾ 12/29/2018	Common Stock	61,214
Stock Option	\$ 34.96					04/01/2012 ⁽⁵⁾ 04/01/2018	Common Stock	42,872

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGUIGAN STUART M ONE CVS DRIVE WOONSOCKET, RI 02895			SVP and CIO	

Signatures

/s/ Stuart M. McGuigan 03/19/2012

**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)

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Represents weighted average sale price for this trading day. Multiple sales were executed, with sales prices ranging between \$45.21 and \$45.24 per share.

- (2) Option became exercisable in three equal annual installments, commencing 4/1/2011.
- (3) Option became exercisable in three equal annual installments, commencing 4/1/2010.
- (4) Option became exercisable in three equal annual installments, commencing 12/29/2011.
- (5) Option becomes exercisable in four equal annual installments, commencing 4/1/2012.

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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