

CVS CORP  
Form 8-K  
February 18, 2005

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 15, 2005**

**CVS CORPORATION**

(Exact Name of Registrant as Specified in Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**001-01011**

(Commission File Number)

**050494040**

(IRS Employer Identification No.)

**One CVS Drive**

**Woonsocket, Rhode Island**

(Address of Principal Executive Offices)

**02895**

(Zip Code)

**Registrant's telephone number, including area code: (401) 765-1500**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14A-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

---

**Item 1.01 Entry Into a Material Definitive Agreement**

On February 15, 2005, the Management Planning and Development Committee of the CVS Board of Directors determined that the amount earned and payable under the 2002 - 2004 performance cycle of the Company's Long-Term Performance Share Plan would be \$3,369,300, \$612,600, \$612,600, \$612,600 and \$510,500 for Messrs Ryan, Rickard, Merlo, Bodine and Sgarro, respectively. The amount will be payable 50% in cash and 50% in CVS stock. On the same day the Committee determined that the 2004 bonus amounts under the Company's annual cash incentive plan would be \$3,800,000, \$1,500,000, \$1,350,000, \$1,400,000 and \$1,000,000 for Messrs. Ryan, Rickard, Merlo, Bodine and Sgarro, respectively.

2

---

### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

#### **CVS CORPORATION**

Date: February 18, 2005

**By:** /s/ David B. Rickard

---

**Name:** David B. Rickard  
**Title:** Executive Vice President,  
Chief Financial Officer and  
Chief Administrative Officer

3

---