

RYAN THOMAS M  
Form 4  
January 04, 2011

**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 \*  
RYAN THOMAS 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)  
12/31/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman of the Board and CEO

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)<br>Code V Amount (D) Price                             |                                                                                               |                                                          |                                                       |
| Common Stock                    | 12/31/2010                           |                                                    | F                              | 27,554 (1) D \$ 34.77                                             | 1,088,624.8778                                                                                | D                                                        |                                                       |
| Common Stock                    | 12/08/2010                           |                                                    | G                              | V 10,050 D \$ 33.3                                                | 506,541                                                                                       | I                                                        | By Trust As Beneficiary                               |
| Common Stock                    | 12/08/2010                           |                                                    | G                              | V 10,050 A \$ 33.3                                                | 47,050                                                                                        | I                                                        | By Foundation                                         |
| Common Stock                    | 12/09/2010                           |                                                    | G                              | V 19,990 D \$ 33.59                                               | 486,551                                                                                       | I                                                        | By Trust As Beneficiary                               |
| Common Stock                    | 12/09/2010                           |                                                    | G                              | V 19,990 A \$ 33.59                                               | 67,040                                                                                        | I                                                        | By Foundation                                         |
|                                 | 12/09/2010                           |                                                    | G                              | V 4,525 D                                                         | 482,026                                                                                       | I                                                        |                                                       |

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|                           |            |  |     |       |   |          |                |   |                         |
|---------------------------|------------|--|-----|-------|---|----------|----------------|---|-------------------------|
| Common Stock              |            |  |     |       |   | \$ 33.59 |                |   | By Trust As Beneficiary |
| Common Stock              | 12/17/2010 |  | G V | 4,375 | D | \$ 34.4  | 516,893        | I | By Trust As Beneficiary |
| Common Stock (restricted) |            |  |     |       |   |          | 547,926.4102   | D |                         |
| ESOP Common Stock         |            |  |     |       |   |          | 8,315.5382     | I | By ESOP                 |
| Stock Unit                |            |  |     |       |   |          | 1,083,265.3043 | 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------|

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |                               |       |
|--------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                        | Director      | 10% Owner | Officer                       | Other |
| RYAN THOMAS M<br>ONE CVS DRIVE<br>WOONSOCKET, RI 02895 | X             |           | Chairman of the Board and CEO |       |

## Signatures

Thomas M.  
Ryan

01/04/2011

\_\_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) Surrender of shares in payment of withholding taxes due.

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