

CAREMARK RX INC

Form 4

March 26, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HEADRICK ROGER L

(Last) (First) (Middle)

211 COMMERCE STREET, SUITE
800

(Street)

NASHVILLE 37201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CAREMARK RX INC [CMX]

3. Date of Earliest Transaction
(Month/Day/Year)
03/22/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 | (A) or (D) | Price |
| Common Stock, par value \$.001 | 03/22/2007 | | D | | 1,250 | D | <u>(1)</u> 0 |
| | | | | | | I | Held by Spouse |
| Common Stock, par value \$.001 | 03/22/2007 | | M | | 17,553 | A | <u>(2)</u> 185,553 |
| | | | | | | D | |
| Common Stock, par value \$.001 | 03/22/2007 | | D | | 185,553 | D | <u>(1)</u> 0 |
| | | | | | | D | |

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)

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 Underlying (Instr. 3 and 4) | | |
|---|--|---|---|--------------------------------------|--|--|------------|--|--------------------|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Stock Option | \$ 25.14 | 03/22/2007 | | D ⁽³⁾ | | | 25,000 | 01/02/2004 | 01/02/2014 | Common Stock, par value \$.001 |
| Stock Option | \$ 12.25 | 03/22/2007 | | D ⁽³⁾ | | | 25,000 | 01/12/2001 | 01/12/2011 | Common Stock, par value \$.001 |
| Stock Option | \$ 15.8 | 03/22/2007 | | D ⁽³⁾ | | | 25,000 | 01/02/2002 | 01/02/2012 | Common Stock, par value \$.001 |
| Stock Option | \$ 17.2 | 03/22/2007 | | D ⁽³⁾ | | | 25,000 | 02/25/2003 | 02/25/2013 | Common Stock, par value \$.001 |
| Stock Option | \$ 37.92 | 03/22/2007 | | D ⁽³⁾ | | | 18,000 | 03/01/2006 | 03/01/2015 | Common Stock, par value \$.001 |
| Stock Option | \$ 50.84 | 03/22/2007 | | D ⁽³⁾ | | | 18,000 | 03/01/2007 | 03/01/2016 | Common Stock, par value \$.001 |
| Stock Units | ⁽⁴⁾ | 03/22/2007 | | A ⁽⁵⁾ | | 1,810.07 | | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock, par value \$.001 |
| Stock Units | ⁽⁴⁾ | 03/22/2007 | | M ⁽²⁾ | | | 17,552.849 | ⁽²⁾ | ⁽²⁾ | Common Stock, par value |

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HEADRICK ROGER L 211 COMMERCE STREET SUITE 800 NASHVILLE 37201 | X | | | |

/s/ Denise Sommer, POA 03/26/2007

****Signature of Reporting Person** _____ **Date** _____

- * 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) Disposed of pursuant to a merger agreement between issuer and CVS Corporation at the rate of 1.67 shares of CVS/Caremark Corporation common stock for each share of issuer stock. All issuer shares held by Reporting Person were disposed.
- Pursuant to the merger agreement between the issuer and CVS Corporation, because of the change in control of the issuer, each stock unit that was accrued under the Caremark Rx, Inc. Director Deferred Compensation Plan was converted immediately prior to the completion of the merger into 1 share of issuer common stock and was then disposed of pursuant to the merger agreement between the issuer and CVS Corporation at a rate of 1.67 of CVS/Caremark Corporation common stock for each share of issuer common stock.
- (3) Issuer options are being replaced in the merger with CVS/Caremark Corporation options exercisable for CVS/Caremark Corporation common stock. The number of CVS/Caremark Corporation common shares and the exercise price of the CVS/Caremark Corporation replacement option will be computed using a formula that will result in the Reporting Person receiving an intrinsic value in the CVS/Caremark Corporation replacement option that will be approximately equal to the intrinsic value of the issuer options valued immediately prior to the merger.
- (4) Each unit is equivalent to one share of issuer common stock.
- Increase in stock units resulting from a \$7.50 per share special dividend paid on stock units that were accrued under the Caremark Rx, Inc. Director Deferred Compensation Plan. Although the special dividend was paid in cash, the terms of the Deferred Compensation Plan provided that cash dividends would be accrued as additional stock units.
- (5)