

RYAN THOMAS M
Form 4
January 07, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 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)
05/18/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

WOONSOCKET, RI 02895-

(City) (State) (Zip)

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

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 | 05/18/2004 | | M | 2,900 A \$ 16.7223 | 65,027 ⁽¹⁾ | D | |
| Common Stock | 05/18/2004 | | M | 123,230 A \$ 16.1811 | 188,257 ⁽¹⁾ | D | |
| Common Stock | 05/18/2004 | | S | 28,030 D \$ 40.25 | 160,227 ⁽¹⁾ | D | |
| Common Stock | 05/18/2004 | | S | 25,200 D \$ 40.2 | 135,027 ⁽¹⁾ | D | |
| Common Stock | 05/18/2004 | | S | 72,900 D \$ 40.1 | 62,127 ⁽¹⁾ | D | |

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| | | | | | | | | | |
|---------------------------|------------|--|---|---------|---|------------|------------------------|---|-------------------------|
| Common Stock | 05/19/2004 | | M | 197,100 | A | \$ 16.7223 | 259,227 ⁽¹⁾ | D | |
| Common Stock | 05/19/2004 | | S | 40,400 | D | \$ 40.15 | 218,827 ⁽¹⁾ | D | |
| Common Stock | 05/19/2004 | | S | 42,800 | D | \$ 40.16 | 176,027 ⁽¹⁾ | D | |
| Common Stock | 05/19/2004 | | S | 52,600 | D | \$ 40.17 | 123,427 ⁽¹⁾ | D | |
| Common Stock | 05/19/2004 | | S | 25,700 | D | \$ 40.18 | 97,727 ⁽¹⁾ | D | |
| Common Stock | 05/19/2004 | | S | 5,700 | D | \$ 40.19 | 92,027 ⁽¹⁾ | D | |
| Common Stock | 05/19/2004 | | S | 4,600 | D | \$ 40.2 | 87,427 ⁽¹⁾ | D | |
| Common Stock | 05/19/2004 | | S | 500 | D | \$ 40.21 | 86,927 ⁽¹⁾ | D | |
| Common Stock | 05/19/2004 | | S | 5,800 | D | \$ 40.22 | 81,127 ⁽¹⁾ | D | |
| Common Stock | 05/19/2004 | | S | 6,600 | D | \$ 40.23 | 74,527 ⁽¹⁾ | D | |
| Common Stock | 05/19/2004 | | S | 4,600 | D | \$ 40.24 | 69,927 ⁽¹⁾ | D | |
| Common Stock | 05/19/2004 | | S | 7,800 | D | \$ 40.25 | 62,127 ⁽¹⁾ | D | |
| Common Stock | | | | | | | 482,809 ⁽²⁾ | I | By Trust as beneficiary |
| ESOP Preference Stock | | | | | | | 1,408 ⁽³⁾ | I | By ESOP |
| Common Stock (Restricted) | | | | | | | 171,711 | 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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | | (Instr. 3 and 4) | | | |
|-----------------------|--|----------------------|-----------------|---|------------------|-----|------------------|-----------------|--------------|----------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Stock Option | \$ 16.1811 | 05/18/2004 | M | | 123,230 | | 04/11/1996 | 04/11/2005 | Common Stock | 123,230 |
| Stock Option | \$ 16.7223 | 05/18/2004 | M | | 2,900 | | 05/14/1997 | 04/14/2006 | Common Stock | 2,900 |
| Stock Option | \$ 16.7223 | 05/19/2004 | M | | 197,100 | | 05/14/1997 | 04/14/2006 | Common Stock | 197,100 |
| Stock Option | \$ 23 | | | | | | 02/17/1998 | 02/17/2007 | Common Stock | 391,320 |
| Stock Option | \$ 25.125 | | | | | | 01/09/2005 | 01/09/2013 | Common Stock | 450,000 |
| Stock Option | \$ 29.925 | | | | | | 01/02/2003 | 01/02/2012 | Common Stock | 506,060 |
| Stock Option | \$ 35.335 | | | | | | 01/08/2005 | 01/08/2011 | Common Stock | 200,000 |
| Stock Option | \$ 36.6953 | | | | | | 02/27/2001 | 02/27/2008 | Common Stock | 195,660 |
| Stock Option | \$ 37.3125 | | | | | | 03/12/2001 | 03/12/2008 | Common Stock | 600,000 |
| Stock Option | \$ 38.5625 | | | | | | 01/03/2002 | 01/03/2010 | Common Stock | 200,000 |
| Stock Option | \$ 50 | | | | | | 03/10/2001 | 03/10/2009 | Common Stock | 150,000 |
| Stock Option | \$ 60.525 | | | | | | 03/07/2003 | 03/07/2011 | Common Stock | 250,000 |
| Phantom Stock Credits | \$ 1 | | | | | | (4) | (4) | Common Stock | 614 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| RYAN THOMAS M ONE CVS DRIVE WOONSOCKET, RI 02895- | X | | Chairman & CEO | |

Signatures

Thomas M Ryan

05/19/2004

**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) Includes shares acquired pursuant to issuer's Employee Stock Purchase Plan.
- (2) Includes dividend reinvestment shares acquired during the course of the year.
- (3) Reflects stock beneficially owned pursuant to issuer's ESOP Plan.
- (4) Reflects 2002 and 2003 year end company match share credits of 33 and 581, respectively, under a non-qualified deferred compensation plan; share credits are payable in cash only, at such time as has been elected by the reporting person.

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