

CVS CAREMARK CORP
 Form 4
 September 03, 2014

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 *
 Sussman Andrew

(Last) (First) (Middle)
 ONE CVS DRIVE
 (Street)

WOONSOCKET, RI 02895

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 CVS CAREMARK CORP [CVS]

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/01/2014

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)
 SVP & President, MinuteClinic

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	09/01/2014		F ⁽¹⁾	2,710 D	\$ 79.45	7,037.0237	D
Common Stock	09/02/2014		M	9,020 A	\$ 36.96	16,057.0237	D
Common Stock	09/02/2014		S ⁽²⁾	9,020 D	\$ 79.45	7,037.0237	D
Common Stock (restricted)						23,306	D
Stock Unit						6,304.5107	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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 36.96	09/02/2014		M		9,020		09/01/2012 ⁽³⁾	09/01/2019	Common Stock	9,020
Stock Option	\$ 45.07							04/02/2012 ⁽⁴⁾	04/02/2019	Common Stock	13,310
Stock Option	\$ 54.53							04/01/2014 ⁽⁵⁾	04/01/2020	Common Stock	17,703
Stock Option	\$ 74.29							04/01/2015 ⁽⁶⁾	04/01/2021	Common Stock	29,373

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sussman Andrew ONE CVS DRIVE WOONSOCKET, RI 02895			SVP & President, MinuteClinic	

Signatures

/s/ Andrew
Sussman 09/03/2014

**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).

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- (1) Surrender of shares in payment of withholding taxes due.
- (2) All sales were effected pursuant to a Rule 10b5-1 plan.
- (3) Option became exercisable in three equal annual installments, commencing 9/1/2012.
- (4) Option became exercisable in four equal annual installments, commencing 4/2/2013.
- (5) Option became exercisable in four equal annual installments, commencing 4/1/2014.
- (6) Option becomes exercisable in four equal annual installments, commencing 4/1/2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.