

CVS CAREMARK CORP  
Form 4  
April 03, 2008

**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 \*  
FERDINANDI V MICHAEL

(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)  
04/01/2008

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)  
Senior Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    |                                      |  |                                |   | 4,049 <sup>(1)</sup>  | D  |   |
| Common Stock (Restricted)       | 04/01/2008                           |  | A                              | 6,073 <sup>(2)</sup>  | A \$ 0 29,710   | D  |   |
| Stock Unit                      |                                      |  |                                |   | 52,942.8947   | D  |   |
| ESOP Preference Stock           |                                      |  |                                |   | 329 <sup>(3)</sup>  | I  | By ESOP   |
| Common Stock                    |                                      |  |                                |   | 21,560.5196 <sup>(4)</sup>  | I  | By Trust as Beneficiary                               |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title   |                            |
| Phantom Stock Credits                      | \$ 0   |                                      |  |                                |   | (5) (5)  | Common Stock  | 3,696                      |
| Stock Option                               | \$ 12.475  |                                      |  |                                |   | (6) 03/05/2013   | Common Stock  | 20,050                     |
| Stock Option                               | \$ 22.445  |                                      |  |                                |   | 01/05/2006 01/05/2012                                    | Common Stock  | 60,000                     |
| Stock Option                               | \$ 30.035  |                                      |  |                                |   | 04/03/2007 04/03/2013                                    | Common Stock  | 64,540                     |
| Stock Option                               | \$ 30.2625   |                                      |  |                                |   | 03/07/2003 03/07/2011                                    | Common Stock  | 16,000                     |
| Stock Option                               | \$ 34.42   |                                      |  |                                |   | 04/02/2008 04/02/2014                                    | Common Stock  | 60,480                     |
| Stock Option                               | \$ 41.17   | 04/01/2008                           |  | A                              | 86,487  | 04/01/2009(7) 04/01/2015                                 | Common Stock  | 86,480                     |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| FERDINANDI V MICHAEL<br>ONE CVS DRIVE<br>WOONSOCKET, RI 02895- |               |           | Senior Vice President |       |

## Signatures

V.  
MichaelFerdinandi                      04/03/2008  
\_\_Signature of Reporting                      Date  
Person

## 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).
- (7) Option becomes exercisable in three equal annual installments, commencing 4/1/2009.
- (2) Consists of Restricted Stock Units awarded pursuant to issuer's 1997 Incentive Compensation Plan. Restrictions lapse on two equal installments 50% on 12/31/10 and 50% on 12/31/2011.
- (3) Reflects stock beneficially owned pursuant to issuer's ESOP Plan.
- (1) Includes shares acquired pursuant to issuer's Employee Stock Purchase Plan.
- (4) Includes dividend reinvestment shares acquired during the course of the year.
- (6) Option became exercisable in three annual installments, commencing 1/2/2004.
- (5) Reflects year end company match share credits 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.

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.