CVS CAREMARK CORP
Form 4
January 03, 2014

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MERLO LARRY J

(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)
01/02/2014

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	01/02/2014		M		46,393	A	$ 28.1	163,425.5778	D	
Common Stock	01/02/2014		S(1)		46,393	D	$ 70.8 (2)	117,032.5778	D	
Common Stock	01/02/2014		M		46,393	A	$ 28.1	163,425.5778	D	
Common Stock	01/02/2014		S(1)		46,393	D	$ 70.75 (3)	117,032.5778	D	
Common Stock	01/02/2014		M		68,044	A	$ 34.42	185,076.5778	D	

Common Stock	01/02/2014		S[(1)]	68,044	D	$ 70.74 [(4)]	117,032.5778	D	
Common Stock	01/02/2014		M	68,045	A	$ 34.42	185,077.5778	D	
Common Stock	01/02/2014		S[(1)]	68,045	D	$ 70.75 [(5)]	117,032.5778	D	
Common Stock							340,689.6498	I	By Trust As Beneficiary
Common Stock (restricted)							264,753	D	
ESOP Common Stock							6,364.8613	I	By ESOP
Stock Unit							408,649.2596	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Stock Option	$ 28.1	01/02/2014		M			46,393	04/01/2010[(6)]	04/01/2016	Common Stock	46
Stock Option	$ 28.1	01/02/2014		M			46,393	04/01/2010[(6)]	04/01/2016	Common Stock	46
Stock Option	$ 34.42	01/02/2014		M			68,044	04/02/2008[(7)]	04/02/2014	Common Stock	68
Stock Option	$ 34.42	01/02/2014		M			68,045	04/02/2008[(7)]	04/02/2014	Common Stock	68

Phantom Stock Credits	$ 1 (8)		(9)(10)	(9)(10)	Common Stock	5,189
Stock Option	$ 41.17		04/01/2009(11)	04/01/2015	Common Stock	144
Stock Option	$ 36.23		04/01/2011(12)	04/01/2017	Common Stock	152
Stock Option	$ 34.96		04/01/2012(13)	04/01/2018	Common Stock	241
Stock Option	$ 45.07		04/02/2013(14)	04/02/2019	Common Stock	332
Stock Option	$ 54.53		04/01/2014(15)	04/01/2020	Common Stock	314

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MERLO LARRY J ONE CVS DRIVE WOONSOCKET, RI 02895-	X		President and CEO	

Signatures

Larry J. Merlo	01/02/2014
**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).

(1) All sales were effected pursuant to a Rule 10b5-1 plan.

(2) Represents weighted average sale price for this trading day. Multiple sales were executed, with sales prices ranging between $70.58 and $71.05 per share.

(3) Represents weighted average sale price for this trading day. Multiple sales were executed, with sales prices ranging between $70.57 and $71.08 per share.

(4) Represents weighted average sale price for this trading day. Multiple sales were executed, with sales prices ranging between $70.64 and $70.98 per share.

(5) Represents weighted average sale price for this trading day. Multiple sales were executed, with sales prices ranging between $70.61 and $71.05 per share.

(6) Option became exercisable in three equal annual installments, commencing 4/1/2010.

(7) Option became exercisable in three equal annual installments, commencing 4/2/2008.

(8) Each share credit is equivalent to one share; 1-for-1 conversion.

(9) Reflects 2002 and 2003 year end company match share credits of 33 and 27, 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.

(10) Reflects year end company match share credits under a non-qualified deferred compensation plan; share credits are payable in cash only, at such timee as has been elected by the reporting person.

(11) Option became exercisable in three equal annual installments, commencing 4/1/2009.

(12) Option became exercisable in three equal annual installments, commencing 4/1/2011.

(13) Option became exercisable in four equal annual installments, commencing 4/1/2012.

(14) Option became exercisable in four equal annual installments, commencing 4/2/2013.

(15) Option becomes exercisable in four equal annual installments, commencing 4/1/2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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