

MCGUIGAN STUART M  
 Form 4  
 February 15, 2012

**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 \*  
 MCGUIGAN STUART M

2. Issuer Name and Ticker or Trading Symbol  
 CVS CAREMARK 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)  
 02/13/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP and CIO

WOONSOCKET, RI 02895

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

(City) (State) (Zip)

**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                    | 02/13/2012                           |  | M                              | 30,606 A  | \$ 27.23 41,572.6882  | D  |   |
| Common Stock                    | 02/13/2012                           |  | S                              | 30,606 D  | \$ 43.1534 10,966.6882  | D  |   |
| Common Stock (pep)              |                                      |  |                                |   | 9,537.6549  | D  |   |
| Common Stock (restricted)       |                                      |  |                                |   | 21,612  | D  |   |
| Stock Unit                      |                                      |  |                                |   | 5,437   | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option                               | \$ 27.23   | 02/13/2012                           |  | M                              | 30,606  | 12/29/2011 <sup>(2)</sup> 12/29/2018                     | Common Stock  | 30,606                     |
| Stock Option                               | \$ 28.1  |                                      |  |                                |   | 04/01/2010 <sup>(3)</sup> 04/01/2016                     | Common Stock  | 21,413                     |
| Stock Option                               | \$ 36.23   |                                      |  |                                |   | 04/01/2011 <sup>(4)</sup> 04/01/2017                     | Common Stock  | 53,540                     |
| Stock Option                               | \$ 34.96   |                                      |  |                                |   | 04/01/2012 <sup>(5)</sup> 04/01/2018                     | Common Stock  | 42,870                     |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |             |       |
|--|---------------|-----------|-------------|-------|
|  | Director      | 10% Owner | Officer     | Other |
| MCGUIGAN STUART M<br>ONE CVS DRIVE<br>WOONSOCKET, RI 02895 |               |           | SVP and CIO |       |

## Signatures

/s/ Stuart M. McGuigan 02/14/2012

\*\*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)

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Represents weighted average sale price for this trading day. Multiple sales were executed, with sales prices ranging between \$43.17 and \$43.20 per share.

- (2) Option becomes exercisable in three equal annual installments, commencing 12/29/2011.
- (3) Option became exercisable in three equal annual installments, commencing 4/1/2010.
- (4) Option became exercisable in three equal annual installments, commencing 4/1/2011.
- (5) Option becomes exercisable in four equal annual installments, commencing 4/1/2012.

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.