

RYAN THOMAS M
Form 4
January 07, 2005

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 *
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.

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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	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.

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.