

CVS CAREMARK CORP
 Form 4
 April 03, 2014

FORM 4

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

OMB APPROVAL

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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 *
 Roberts Jonathan C

(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)
 04/01/2014

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)
 EVP & President, Caremark

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	04/01/2014		F	(A) or (D) D	2,026 (1) \$ 74.29	D	
Common Stock (restricted)	04/01/2014		A	(A) or (D) A	11,778 (2) \$ 74.29	D	
Common Stock (pep)					11,141.497	D	
ESOP Common Stock					5,097.4967	I	By ESOP
Stock Unit					70,636.6057	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 Number of Shares
Stock Option	\$ 74.29	04/01/2014		A	73,433	04/01/2015 ⁽³⁾	04/01/2021	Common Stock	73,
Phantom Stock Credits	\$ 1					⁽⁴⁾	⁽⁴⁾	Common Stock	1,422
Stock Option	\$ 41.17					04/01/2009 ⁽⁵⁾	04/01/2015	Common Stock	86,
Stock Option	\$ 36.23					04/01/2011 ⁽⁶⁾	04/01/2017	Common Stock	61,
Stock Option	\$ 34.96					04/01/2012 ⁽⁷⁾	04/01/2018	Common Stock	85,
Stock Option	\$ 45.07					04/02/2013 ⁽⁸⁾	04/02/2019	Common Stock	77,
Stock Option	\$ 54.53					04/01/2014 ⁽⁹⁾	04/01/2020	Common Stock	68,
Stock Option	\$ 45.93					09/04/2015 ⁽¹⁰⁾	09/04/2022	Common Stock	108

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Roberts Jonathan C
ONE CVS DRIVE
WOONSOCKET, RI 02895-

EVP & President, Caremark

Signatures

Jonathan C.
Roberts

04/03/2014

 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).

(1) Surrender of shares in payment of withholding taxes due.

(2) Consists of Restricted Stock Units awarded pursuant to Issuer's 2010 Incentive Compensation Plan. Restrictions lapse 50% on 4/1/2017 and 50% on 4/1/2019.

(3) Option becomes exercisable in four equal annual installments, commencing 4/1/2015.

(4) 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.

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

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

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

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

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

(10) Option becomes exercisable in three equal annual installments, commencing 9/4/2015.

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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