

FERDINANDI V MICHAEL
 Form 4
 April 04, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
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)
04/02/2007

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | | | | | 4,049 ⁽¹⁾ | D | |
| Common Stock (PEP) | | | | | 4,060 ⁽²⁾ | D | |
| Common Stock (Restricted) | 04/02/2007 | | A | <u>5,855</u> ⁽³⁾ A \$ 0 | 29,681 | D | |
| Stock Unit | | | | | 31,163 | D | |
| ESOP Preference Stock | | | | | 292 ⁽⁴⁾ | I | By ESOP |

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Common Stock 21,288 ⁽⁵⁾ I By Trust as Beneficiary

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 of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Phantom Stock Credits | \$ 0 | | | | | ⁽⁶⁾ ⁽⁶⁾ | Common Stock 2,395 |
| Stock Option | \$ 12.475 | | | | | 03/05/2006 03/05/2013 | Common Stock 60,15 |
| Stock Option | \$ 12.5625 | | | | | 01/09/2005 01/09/2013 | Common Stock 45,00 |
| Stock Option | \$ 14.9625 | | | | | 01/02/2004 01/02/2012 | Common Stock 7,500 |
| Stock Option | \$ 16.98 | | | | | 05/17/2004 05/17/2012 | Common Stock 40,00 |
| Stock Option | \$ 17.6675 | | | | | 01/08/2005 01/08/2011 | Common Stock 60,00 |
| Stock Option | \$ 19.2813 | | | | | 01/03/2002 01/03/2010 | Common Stock 16,00 |
| Stock Option | \$ 22.445 | | | | | 01/05/2006 01/05/2012 | Common Stock 60,00 |
| Stock Option | \$ 23.5 | | | | | 05/10/2002 05/10/2009 | Common Stock 12,78 |
| Stock Option | \$ 30.035 | | | | | 04/03/2007 04/03/2013 | Common Stock 64,54 |
| Stock | \$ 30.2625 | | | | | 03/07/2003 03/07/2011 | Common Stock 16,00 |

| Option | | | | | | | | Stock | |
|--------|----------|------------|---|--------|---------------------------|------------|--------|-------|-------|
| Stock | \$ 34.42 | 04/02/2007 | A | 60,484 | 04/02/2008 ⁽⁷⁾ | 04/02/2014 | Common | Stock | 60,48 |

Reporting Owners

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

Signatures

V. Michael
Ferdinandi 04/04/2007

 **Signature of Date
Reporting 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).
- (2) Includes dividend reinvestment shares.
- (4) Reflects stock beneficially owned pursuant to issuer's ESOP Plan.
- (1) Includes shares acquired pursuant to issuer's Employee Stock Purchase Plan.
- (7) Option becomes exercisable in three equal annual installments, commencing 4/2/2008.
- (3) Consists of Restricted Stock Units awarded pursuant to issuer's 1997 Incentive Compensation Plan. Restrictions lapse in two equal installments on 4/2/2010 and 4/2/2012.
- (5) Includes dividend reinvestment shares acquired during the course of the year.
- (6) 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.