

CVS CAREMARK CORP

Form 4

September 03, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sussman Andrew

(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)

09/01/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

SVP & President, MinuteClinic

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)
Common Stock	09/01/2014		F ⁽¹⁾	2,710 D	\$ 79.45	7,037.0237	D
Common Stock	09/02/2014		M	9,020 A	\$ 36.96	16,057.0237	D
Common Stock	09/02/2014		S ⁽²⁾	9,020 D	\$ 79.45	7,037.0237	D
Common Stock (restricted)						23,306	D
Stock Unit						6,304.5107	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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SEC 1474
(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 or Number of Shares
Stock Option	\$ 36.96	09/02/2014		M	9,020	09/01/2012 ⁽³⁾ 09/01/2019	Common Stock 9,020
Stock Option	\$ 45.07					04/02/2012 ⁽⁴⁾ 04/02/2019	Common Stock 13,310
Stock Option	\$ 54.53					04/01/2014 ⁽⁵⁾ 04/01/2020	Common Stock 17,703
Stock Option	\$ 74.29					04/01/2015 ⁽⁶⁾ 04/01/2021	Common Stock 29,373

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Sussman Andrew ONE CVS DRIVE WOONSOCKET, RI 02895	SVP & President, MinuteClinic

Signatures

/s/ Andrew
Sussman 09/03/2014

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).

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- (1) Surrender of shares in payment of withholding taxes due.
- (2) All sales were effected pursuant to a Rule 10b5-1 plan.
- (3) Option became exercisable in three equal annual installments, commencing 9/1/2012.
- (4) Option became exercisable in four equal annual installments, commencing 4/2/2013.
- (5) Option became exercisable in four equal annual installments, commencing 4/1/2014.
- (6) Option becomes exercisable in four equal annual installments, commencing 4/1/2015.

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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