

Foulkes Helena  
Form 3  
March 24, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Foulkes Helena                          |         | (Month/Day/Year)                     | CVS CAREMARK CORP [CVS]  |  |
| (Last)                                    | (First) | (Middle)                             | 03/14/2008   |  |
| ONE CVS DRIVE                             |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| WOONSOCKET, Â RI Â 02895-                 |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | Senior Vice President  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 694,5025 <sup>(1)</sup>                               | D  | Â   |
| Common Stock (Restricted)       | 9,989 <sup>(2)</sup>                                  | D  | Â   |
| Common Stock (Restricted)       | 12,736 <sup>(3)</sup>                                 | D  | Â   |
| Common Stock (Restricted)       | 14,988 <sup>(4)</sup>                                 | D  | Â   |
| Common Stock (Restricted)       | 28,322 <sup>(5)</sup>                                 | D  | Â   |
| Common Stock (Restricted)       | 33,323 <sup>(6)</sup>                                 | D  | Â   |
| Common Stock (Restricted)       | 35,116 <sup>(7)</sup>                                 | D  | Â   |
| Stock Unit                      | 27,230.8862 <sup>(8)</sup>                            | D  | Â   |
| Common Stock                    | 756.4536  | I  | By ESOP   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5.<br>Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|---|---|--|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |   |   |  |
| Stock Option                                  | 01/05/2008   | 01/05/2012         | Common<br>Stock  | 16,667                           | \$ 22.45  | D   | Â  |
| Stock Option                                  | Â (9)  | 04/03/2013         | Common<br>Stock  | 20,286                           | \$ 30.04  | D   | Â  |
| Stock Option                                  | Â (10)   | 04/02/2014         | Common<br>Stock  | 23,438                           | \$ 34.42  | D   | Â  |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Foulkes Helena<br>ONE CVS DRIVE<br>WOONSOCKET, RI 02895- | Â             | Â         | Â Senior Vice President | Â     |

## Signatures

Helena Foulkes 03/24/2008

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- (3) Consists of Restricted Stock Units awarded pursuant to Issuer's 1997 Incentive Compensation Plan. Restrictions lapse on 4/3/10.
- (9) Remaining options become exercisable in two equal annual installments, on 04/03/08 and 04/03/09.
- (4) Consist of Restricted Stock Units awarded pursuant to Issuer's 1997 Incentive Compensation Plan. Restrictions lapse on 4/2/2011.
- (1) Includes shares acquired through the participation in the Issuer's Employee Stock Purchase Plan.
- (6) Consists of Restricted Stock Units awarded pursuant to Issuer's 1997 Incentive Compensation Plan. Restrictions lapse in two equal installments on 2/16/2009 and 2/16/2010.
- (5) Consists of Restricted Stock Units awarded pursuant to Issuer's 1997 Incentive Compensation Plan. Restrictions lapse 03/03/09.
- (2) Consist of Restricted Stock Units awarded pursuant to Issuer's 1997 Incentive Compensation Plan. Restrictions lapse on 4/3/2011.

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- (8) Consists of Stock Units awarded at market price pursuant to Issuer's 1997 Incentive Compensation Plan, the receipt of which the reporting person has elected to defer.
- (7) Consists of Restricted Stock Units awarded pursuant to Issuer's 1997 Incentive Compensation Plan. Restrictions lapse 02/16/09.
- (10) Option becomes exercisable in three annual installments, commencing 04/02/2008.

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.