

CVS CORP
Form 5
February 09, 2007

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
RYAN THOMAS M

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
CVS CORP [CVS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO & President

ONE CVS DRIVE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

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

6. Individual or Joint/Group Reporting (check applicable line)

WOONSOCKET, RI 02895-

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(D)	Price			
Common Stock	12/22/2006	^	G	32,280	D	\$ 31.455	331,108 (1)	D	^
Common Stock	12/29/2006	^	G	1,550	D	\$ 31.075	329,558 (1)	D	^
Common Stock (Restricted)	^	^	^	^	^	^	933,177	D	^
Stock Unit	^	^	^	^	^	^	141,290	D	^

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ESOP Preference Stock	Â	Â	Â	Â	Â	Â	1,636 ⁽²⁾	I	By ESOP
Common Stock	Â	Â	Â	Â	Â	Â	24,800	I	By Foundation
Common Stock	Â	Â	Â	Â	Â	Â	1,156,329 ⁽³⁾	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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SEC 2270
(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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Credits	\$ 0	Â	Â	Â	Â	Â	Â ⁽⁴⁾	Â ⁽⁵⁾	Common Stock	4,644
Stock Option	\$ 12.5625	Â	Â	Â	Â	Â	01/09/2005	01/09/2013	Common Stock	900,000
Stock Option	\$ 14.9625	Â	Â	Â	Â	Â	01/02/2003	01/02/2012	Common Stock	1,012,124
Stock Option	\$ 17.6675	Â	Â	Â	Â	Â	01/08/2005	01/08/2011	Common Stock	400,000
Stock Option	\$ 18.3477	Â	Â	Â	Â	Â	02/27/2001	02/27/2008	Common Stock	391,320
Stock Option	\$ 18.6563	Â	Â	Â	Â	Â	03/12/2001	03/12/2008	Common Stock	1,200,000
Stock Option	\$ 19.2813	Â	Â	Â	Â	Â	01/03/2002	01/03/2010	Common Stock	400,000
Stock Option	\$ 22.445	Â	Â	Â	Â	Â	01/05/2006	01/05/2012	Common Stock	400,000
Stock	\$ 25	Â	Â	Â	Â	Â	03/10/2001	03/10/2009	Common	300,000

Option										Stock	
Stock Option	\$ 30.035	Â	Â	Â	Â	Â	04/03/2007	04/03/2013	Common Stock	491,761	
Stock Option	\$ 30.2625	Â	Â	Â	Â	Â	03/07/2003	03/07/2011	Common Stock	500,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RYAN THOMAS M ONE CVS DRIVE WOONSOCKET, RI 02895-	Â X	Â	Â Chairman, CEO & President	Â

Signatures

Thomas M Ryan 02/09/2007
 __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) 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.
- (3) Includes dividend reinvestment shares acquired during the course of the year.
- (5) 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.
- (1) Includes shares acquired pursuant to issuer's Employee Stock Purchase Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.