

CVS CORP
Form 4
May 19, 2005

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 *
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 CORP [CVS]

3. Date of Earliest Transaction (Month/Day/Year)
05/17/2005

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 (A) or (D) Price | | | |
| Common Stock | 05/17/2005 | | M | 22,500 A \$ 25.125 | 25,406 ⁽¹⁾ | D | |
| Common Stock | 05/17/2005 | | M | 11,250 A \$ 29.925 | 36,656 ⁽¹⁾ | D | |
| Common Stock | 05/18/2005 | | S | 33,750 D \$ 55.2584 | 2,906 ⁽¹⁾ | D | |
| Common Stock | 05/18/2005 | | S | 882 D \$ 55.05 | 2,024 ⁽¹⁾ | D | |
| Common Stock | | | | | 10,599 ⁽²⁾ | I | By Trust as Beneficiary |

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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 or Number of Shares |
| Stock Option | \$ 24.95 | | | | | | | 03/05/2006 | 03/05/2013 | Common Stock | 30,075 |
| Stock Option | \$ 25.125 | 05/17/2005 | | M ⁽³⁾ | | 22,500 | | 01/09/2005 | 01/09/2013 | Common Stock | 22,500 |
| Stock Option | \$ 29.925 | 05/17/2005 | | M ⁽³⁾ | | 11,250 | | 01/02/2004 | 01/02/2012 | Common Stock | 11,250 |
| Stock Option | \$ 33.96 | | | | | | | 05/17/2004 | 05/17/2012 | Common Stock | 20,000 |
| Stock Option | \$ 35.335 | | | | | | | 01/08/2005 | 01/08/2011 | Common Stock | 30,000 |
| Stock Option | \$ 38.5625 | | | | | | | 01/03/2002 | 01/03/2010 | Common Stock | 8,000 |
| Stock Option | \$ 44.89 | | | | | | | 01/05/2006 | 01/05/2012 | Common Stock | 30,000 |
| Stock Option | \$ 47 | | | | | | | 05/10/2002 | 05/10/2009 | Common Stock | 6,390 |
| Stock Option | \$ 60.525 | | | | | | | 03/07/2003 | 03/07/2011 | Common Stock | 8,000 |
| Phantom Stock Credits | \$ 1 | | | | | | | <u>(4)</u> | <u>(4)</u> | Common Stock | 722 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

FERDINANDI V MICHAEL
ONE CVS DRIVE
WOONSOCKET, RI 02895-

Senior Vice President

Signatures

V. Michael
Ferdinandi

05/19/2005

**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) Includes shares acquired pursuant to issuer's Employee Stock Purchase Plan.
- (2) Includes dividend reinvestment shares acquired during the course of the year.
- (3) Cash exercise funded by Insider.
- (4) Reflects employee contribution share credits and 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.