

MLADENOVIC RUDY
Form 4
December 09, 2005

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MLADENOVIC RUDY

(Last) (First) (Middle)

211 COMMERCE STREET, SUITE 800

(Street)

NASHVILLE, TN 37201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CAREMARK RX INC [CMX]

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2005

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)

EVP-Industry Relations

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)	(A) or (D)	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	Price		
Common Stock, par value \$.001	12/08/2005		M		25,800	A \$ 17.79	25,800	D
Common Stock, par value \$.001	12/08/2005		S		1,100	D \$ 52	24,700	D
Common Stock, par value \$.001	12/08/2005		S		500	D \$ 52.04	24,200	D
Common Stock, par	12/08/2005		S		1,000	D \$ 52.05	23,200	D

Edgar Filing: MLADENOVIC RUDY - Form 4

value \$.001

Common Stock, par value \$.001	12/08/2005	S	500	D	\$ 52.06	22,700	D
Common Stock, par value \$.001	12/08/2005	S	1,200	D	\$ 52.1	21,500	D
Common Stock, par value \$.001	12/08/2005	S	2,500	D	\$ 52.17	19,000	D
Common Stock, par value \$.001	12/08/2005	S	11,400	D	\$ 52.2	7,600	D
Common Stock, par value \$.001	12/08/2005	S	5,500	D	\$ 52.21	2,100	D
Common Stock, par value \$.001	12/08/2005	S	100	D	\$ 52.22	2,000	D
Common Stock, par value \$.001	12/08/2005	S	2,000	D	\$ 52.25	0	D

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

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.

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 Number Shares
Stock Option	\$ 17.79	12/08/2005		M	25,800	07/22/2004 ⁽¹⁾	07/22/2013	Common Stock, par value \$.001	25,800

Stock Option	\$ 32.03	05/10/2005 ⁽²⁾	05/10/2014	Common Stock, par value \$.001	200,000
Stock Option	\$ 37.92	03/01/2006 ⁽²⁾	03/01/2015	Common Stock, par value \$.001	200,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MLADENOVIC RUDY 211 COMMERCE STREET SUITE 800 NASHVILLE, TN 37201			EVP-Industry Relations	

Signatures

/s. Rudy
Mladenovic 12/09/2005

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) Option vests in five equal annual installments beginning on July 22, 2004.
- (2) Option vests in five equal annual installments beginning on the "Date Exercisable" above.

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.