

MCKESSON CORP

Form 4

February 13, 2015

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
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Spratt Randall N

(Last) (First) (Middle)

ONE POST STREET

(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MCKESSON CORP [MCK]

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2015

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)

EVP, CTO & CIO

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	02/11/2015		M	(A) or (D) A	6,634 (1) \$ 57.89	25,298.619 (2)	D
Common Stock	02/11/2015		S	(A) or (D) D	6,634 (1) \$ 225	18,664.619 (2)	D
Common Stock	02/12/2015		M	(A) or (D) A	843 (1) \$ 57.89	19,507.619 (2)	D
Common Stock	02/12/2015		S	(A) or (D) D	843 (1) \$ 225	18,664.619 (2)	D
Common Stock					39,978 (3)	I	The Spratt Family Trust dated

5/13/2008

Common
Stock

2,747.8483 I

By
Profit-Sharing
Investment
Plan

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right-to-buy)	\$ 57.89	02/11/2015		M		6,634	<u>(1)</u>	<u>(4)</u>	05/20/2015	Common Stock	6,634
Employee Stock Option (Right-to-buy)	\$ 57.89	02/12/2015		M		843	<u>(1)</u>	<u>(4)</u>	05/20/2015	Common Stock	843

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Spratt Randall N ONE POST STREET SAN FRANCISCO, CA 94104	EVP, CTO & CIO

Signatures

Donna Spinola,
Attorney-in-fact 02/13/2015

__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 exercise and sale pursuant to a previously adopted plan, intended to comply with Rule 10b5-1(c).

(2) Includes 828.619 shares acquired under the ESPP and held in Fidelity account.

(3) Includes 7,388 shares acquired under the ESPP and transferred to WF trust account.

(4) This option granted 5/20/2008 vested 25% per year, commencing on the 1st anniversary of the grant date.

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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