

MCKESSON CORP

Form 4

October 10, 2013

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BEER JAMES A**

(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)  
**10/09/2013**

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 below) \_\_\_\_ Other (specify below)

**EVP & Chief Financial Officer**

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)
				(A) or (D)			
				Code V Amount	Price		

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  
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Filing Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Employee Stock Option (Right-to-buy)	\$ 0 <u>(1)</u>	10/09/2013 <sup>(1)</sup>	A		0 <u>(1)</u>		<u>(1)</u>	<u>(1)</u>	Common Stock	0 <u>(1)</u>	\$	
Restricted Stock Units	\$ 0 <u>(2)</u>	10/09/2013 <sup>(2)</sup>	A		0 <u>(2)</u>		<u>(2)</u>	<u>(2)</u>	Common Stock	0 <u>(2)</u>	\$	
Restricted Stock Units	\$ 0 <u>(3)</u>	10/09/2013 <sup>(3)</sup>	A		0 <u>(3)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	0 <u>(3)</u>	\$	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEER JAMES A ONE POST STREET SAN FRANCISCO, CA 94104			EVP & Chief Financial Officer	

## Signatures

Donna Spinola,  
Attorney-in-fact  
10/10/2013

\_\_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).

In accordance with an offer letter, effective October 9, 2013 (the "Hire Date") Mr. Beer became entitled to receive an option award to purchase shares of the Company's common stock valued at \$1,270,000 on the date the trading window for directors and executive officers of the Company is opened. The number of options to be received by Mr. Beer shall be determined by dividing the award value by a Black-Scholes value based on the closing price of the Company's stock on the date of grant. The option award shall vest 25% per year from the Hire Date, assuming continued employment through the vesting date.

In accordance with an offer letter, effective the Hire Date Mr. Beer became entitled to receive a new hire grant of restricted stock units ("RSUs") valued at \$5,500,000 on the date the trading window for directors and executive officers of the Company is opened. The number of RSUs to be received by Mr. Beer shall be determined by dividing the award value by the closing price of the Company's stock on the date of the RSU grant. The RSU grant shall (a) represent the contingent right to receive shares of the Company's common stock valued at \$5,500,000, and (b) vest 50% on each of June 1, 2014 and June 1, 2015, assuming continued employment through the vesting date.

In accordance with an offer letter, effective the Hire Date Mr. Beer became entitled to receive a special grant of RSUs valued at \$1,000,000 on the date the trading window for directors and executive officers of the Company is opened. The number of RSUs to be

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received by Mr. Beer shall be determined by dividing the award value by the closing price of the Company's stock on the date of the RSU grant. The RSU grant shall (a) represent the contingent right to receive shares of the Company's common stock valued at \$1,000,000, and (b) vest 100% on the third anniversary of the Hire Date, assuming continued employment through the vesting 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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