

MCKESSON HBOC INC
Form SC 13G/A
February 13, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G Under
Information Statement Pursuant to Rules 13d-1 and 13d-2
Under The Securities Exchange Act of 1934

(Amendment No.1)

McKesson HBOC, Inc.

(Name Of Issuer)

Common Stock

(Title of Class of Securities)

58155Q103

(Cusip Number)

(Continued on the following page(s))

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CUSIP NO. 58155Q103

13G

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McKesson HBOC, Inc.

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON.
The Chase Manhattan Bank - CMB SS # 13-4494650

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As Trustee for McKesson Master Trust Agreement SS # 13-1027923

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (A) []
(B) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
The Chase Manhattan Bank - New York
McKesson Master Trust - New York

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

Plan: 16,110,354

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

Plan: 16,110,354

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Plan: 16,110,354

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Plan: 5.69%

12 TYPE OF PERSON REPORTING*

CMB - BK
Plan - DC

* SEE INSTRUCTION BEFORE FILLING OUT!

Item 1(a). Name of Issuer:

McKesson HBOC, Inc.

Item 1(b). Address of Issuer:

1 Post Street Suite 2800

Principal Executive Offices:

San Francisco, CA 94104

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Principal Executive Officer: Mr. Chris Maher, VP,
Compensation & Benefits

Item 2(a). Name of Person Filing: This notice is filed by The
Chase Manhattan Bank (CMB)
and McKesson HBOC Profit
Sharing Investment Plan (the
Plan) and Trust created
pursuant thereto
(collectively, the Filing
Persons)

Item 2(b). Address of Principal Business CMB: 270 Park Avenue
New York, NY 10017
Plan: McKesson Master Trust
c/o the Chase Manhattan Bank

Item 2(c). Citizenship: CMB - New York

Item 2(d). Title of Class of Securities: Common Stock

Item 2(e). CUSIP Number: 58155Q103

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McKesson HBOC, Inc.

- Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:
- (a) Broker or dealer registered under Section 15 of the Act.
 - (b) Bank as defined in Section 3(a)(6) of the Act.
 - (c) Insurance Company as defined in Section 3(a)(19) of the Act.
 - (d) Investment Company registered under Section 8 of the Investment Company Act.
 - (e) Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940.
 - (f) Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or endowment Fund [see Section 240.13d-1(b)(1)(ii)(F)].
 - (g) Parent Holding Company, in accordance with Section 240.13d-1(b)(ii)(G).

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(h) [] Group, in accordance with Section 240.13d-1(ii)(H).

Item 4. Ownership:

- (a) Amount Beneficially Owned:
As of December 31, 2000 Plan: 16,110,354
- (b) Percent of Class: 5.69 %
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:
 - (ii) Shared power to vote or to direct the vote:

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McKesson HBOC, Inc.

- (iii) Sole power to dispose or to direct the disposition of:
- (iv) Shared power to dispose or to direct the disposition of:

The Plan and Trust created pursuant thereto share the power to dispose or direct the disposition of 16,110,354 shares of Common Stock.

The 16,110,354 shares of Common Stock are held in the Trust created pursuant to the McKesson Master Trust Agreement, dated January 1, 1988, (and as subsequently amended) between Chase as the Master Trustee (the Master Trustee) and McKesson HBOC, Inc. for the benefit of Participants in the McKesson HBOC Profit Sharing Investment Plan (Trust).

Except as set forth below, the Master Trustee is obligated, under the terms of the Trust and the terms of the Plan, to vote, tender or exchange and Common Stock beneficially owned by the Trust as directed by Participants in the Plan (the Participants).

For this purpose, each Participant acts in the capacity of a named Fiduciary with respect to all shares of Common Stock as to which such Participant has the rights of direction with respect to voting, exchange and any other rights appurtenant to such stock.

Under the terms of the Trust, The Master Trustee will vote shares of Common Stock allocated to the accounts of Participants in accordance with the instructions given by such Participants. Unallocated shares of Common Stock, together with any allocated shares for which no instructions are received (except for certain shares of Common Stock allocated to Participants accounts under the PAYSOP feature of the Plan (the PAYSOP Shares), are voted by the Master Trustee in the same proportion as the shares of Common Stock for which

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instructions are received.

The administrators of the Plan may cause the Master Trustee to dispose of shares of Common Stock under certain limited circumstances

The actions of the Master Trustee under the terms of the Trust, including but not limited to the provisions described above, are subject to the requirements of ERISA.

Item 5. Ownership of Five Percent or Less of a Class:
Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person:
Not applicable

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Item 7. Identification and Classification of the Subsidiary Which Holds the Security Being Reported on by the Parent Holding Company:
Not applicable.

Item 8. Identification and Classification of Members of this Group:
Not applicable.

Item 9. Notice of Dissolution of Group:
Not applicable.

Item 10. Certification:

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and did not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature: After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: Februray 12, 2001

The Chase Manhattan Bank

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/S/ Maureen Galante

Maureen Galante
Trust Compliance Officer

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