

BOUDREAU THOMAS M
Form 4
April 03, 2009

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 *
BOUDREAU THOMAS M

(Last) (First) (Middle)

C/O EXPRESS SCRIPTS, INC., ONE EXPRESS WAY

(Street)

ST. LOUIS, MO 63121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EXPRESS SCRIPTS INC [ESRX]

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2009

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)
Executive VP, Law & Strategy

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 | 04/01/2009 | | D | 6,826 (1) D \$ 0 | 62,753 | D | |
| Common Stock | 04/01/2009 | | A | 3,527 A \$ 0 (2) | 66,280 | D | |
| Common Stock | | | | | 50 | I | By spouse |

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

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number.

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 Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------|------------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Stock Appreciation Right | \$ 39.325 | 04/01/2009 | | D ⁽³⁾ | 46,608 | | <u>(2)</u> | 02/22/2014 | Express Scripts, Inc. Common Stock |
| Stock Appreciation Right | \$ 39.325 | 04/01/2009 | | A ⁽³⁾ | 39,099 | | <u>(2)</u> | 01/01/2013 | Express Scripts, Inc. Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BOUDREAU THOMAS M C/O EXPRESS SCRIPTS, INC. ONE EXPRESS WAY ST. LOUIS, MO 63121 | | | Executive VP, Law & Strategy | |

Signatures

Thomas M. Boudreau 04/03/2009

 **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) Forfeiture of unvested Restricted Stock awards upon retirement.
- (2) Grant of Restricted Stock Units pursuant to Express Scripts, Inc. 2000 Long-Term Incentive Plan. Restrictions lapse for 2,516 units on February 22, 2010 and for 1,011 units on February 22, 2011.
- (3) The two reported transactions involved an amendment of an outstanding stock appreciation right in connection with Mr. Boudreau's early retirement, resulting in the deemed cancellation of the "old" stock appreciation right and the grant of a replacement stock appreciation

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right. The stock appreciation right was originally granted on February 22, 2007, and vested in three equal annual installments. Under the amendment, a pro rated portion of the unvested stock appreciation rights (8,027 stock appreciation rights) will continue to vest in accordance with its terms as if Mr. Boudreau were still employed by the Company and will vest on February 22, 2010, while the remaining unvested stock appreciation rights (7,509 stock appreciation rights) were forfeited. The stock appreciation rights will remain exercisable until January 1, 2013.

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.