#### **REY-GIRAUD AGNES**

Form 4

February 24, 2010

### FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

2005

0.5

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Estimated average burden hours per response...

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** REY-GIRAUD AGNES |         |          | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>EXPRESS SCRIPTS INC [ESRX] | 5. Relationship of Reporting Person(s) to<br>Issuer  (Check all applicable)                          |  |  |  |
|---|---------|----------|---|--|--|--|--|
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction   | (Check all applicable)   |  |  |  |
| C/O EXPRESS SCRIPTS,<br>INC., ONE EXPRESS WAY               |         |          | (Month/Day/Year)<br>02/22/2010  | Director 10% Owner Officer (give title Other (specify below)  President, International Ops           |  |  |  |
| (Street)  |         |          | 4. If Amendment, Date Original  | 6. Individual or Joint/Group Filing(Check  |  |  |  |
| ST. LOUIS, MO 63121   |         |          | Filed(Month/Day/Year)   | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |  |

| (City)                               | (State) (  | Zip) Table       | e I - Non-D      | erivative Secur   | ities Acq      | uired, Disposed o                       | f, or Beneficial                 | ly Owned                |  |
|--------------------------------------|--|------------------|------------------|---|----------------|---|----------------------------------|-------------------------|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date any |                  | 3.<br>Transactio | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) |                | 5. Amount of Securities Beneficially    | 6. Ownership Form: Direct (D) or |                         |  |
| (anotal o)                           |  | (Month/Day/Year) | (Instr. 8)       | (A)   |                | Owned Following Reported Transaction(s) | Indirect (I)<br>(Instr. 4)       | Ownership<br>(Instr. 4) |  |
| Common<br>Stock                      | 02/22/2010   |                  | Code V<br>F      | or Amount (D) 580 (1) D   | Price \$ 89.37 | (Instr. 3 and 4)<br>38,618              | D                                |                         |  |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: REY-GIRAUD AGNES - Form 4

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.                  | 6. Date Exer    | cisable and | 7. Title | e and    | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|---------------------|-----------------|-------------|----------|----------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | onNumber            | Expiration D    | ate         | Amou     | nt of    | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of                  | (Month/Day/     | Year)       | Under    | lying    | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative          | e               |             | Securi   | ties     | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities          |                 |             | (Instr.  | 3 and 4) |             | Owne   |
|             | Security    |                     |                    |            | Acquired            |                 |             |          |          |             | Follo  |
|             | ·           |                     |                    |            | (A) or              |                 |             |          |          |             | Repo   |
|             |             |                     |                    |            | Disposed            |                 |             |          |          |             | Trans  |
|             |             |                     |                    |            | of (D)              |                 |             |          |          |             | (Instr |
|             |             |                     |                    |            | (Instr. 3,          |                 |             |          |          |             | Ì      |
|             |             |                     |                    |            | 4, and 5)           |                 |             |          |          |             |        |
|             |             |                     |                    |            |                     |                 |             |          |          |             |        |
|             |             |                     |                    |            |                     |                 |             |          | Amount   |             |        |
|             |             |                     |                    |            | Date<br>Exercisable | Expiration Date |             | or       |          |             |        |
|             |             |                     |                    |            |                     |                 | Title       | Number   |          |             |        |
|             |             |                     |                    |            |                     | 2.1010104010    | 2           |          | of       |             |        |
|             |             |                     |                    | Code V     | (A) (D)             |                 |             |          | Shares   |             |        |

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

**REY-GIRAUD AGNES** C/O EXPRESS SCRIPTS, INC. ONE EXPRESS WAY ST. LOUIS, MO 63121

President, International Ops

### **Signatures**

Reporting Person

Agnes

Rey-Giraud 02/24/2010 \*\*Signature of 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).
- Represents shares tendered to Express Scripts, Inc. to cover Reporting Person's tax liability due upon lapse of restrictions of restricted stock previously awarded under Express Scripts, Inc. 2000 Long-Term Incentive Plan.

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.

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