Edgar Filing: REY-GIRAUD AGNES - Form 4

REY-GIRA Form 4 March 02, 2							
FORM	ГЛ			OMB APPROVAL			
	UNITED STAT	ES SECURITIES AND EXCHA Washington, D.C. 20549	NGE COMMISSION	OMB 3235-0287 Number:			
Check th if no lon subject t Section Form 4 c	Expires: January 31, 2005 Estimated average burden hours per response 0.5						
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations May continue. See Instruction See Instruction 1(b). Form 5 obligations May continue. See Instruction 1(c) (c) (c) (c) (c) (c) (c) (c) (c) (c)							
(Print or Type	Responses)						
	Address of Reporting Person <u>*</u> UD AGNES	2. Issuer Name and Ticker or Tradi Symbol EXPRESS SCRIPTS INC [ES	Issuer	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle)	3. Date of Earliest Transaction	(Checl	(Check all applicable)			
C/O EXPR	ESS SCRIPTS, EXPRESS WAY	(Month/Day/Year) 02/25/2010	below)	X Officer (give title Other (specify			
	(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	Applicable Line)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ST. LOUIS, MO 63121 Form filed by More than One Reporting Person							
(City)	(State) (Zip)	Table I - Non-Derivative Secur	rities Acquired, Disposed of	, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date 2A. D (Month/Day/Year) Execu any (Mont	eemed 3. 4. Securities A	cquired 5. Amount of ed of (D) Securities 5) Beneficially Owned Following Reported	6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)			
Common Stock	02/28/2010	$D \qquad \frac{1,445}{(1)} D$	\$	D			

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 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)

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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. Transactic Code (Instr. 8)	 5. Number of actionDerivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 		Expiration Date (Month/Day/Year)) or (D)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 D S (I
				Code V	(A) (Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit (2)	\$ 0 <u>(3)</u>	02/25/2010	02/26/2010	A	147.673		<u>(4)</u>	<u>(4)</u>	Express Scripts, Inc. Common Stock	147.673	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
REY-GIRAUD AGNES C/O EXPRESS SCRIPTS, INC. ONE EXPRESS WAY ST. LOUIS, MO 63121			President, International Ops			
Signaturaa						

Signatures

Agnes	
Rey-Giraud	03/02/2010
<u>**</u> 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) 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.
- (2) Phantom Stock Unit credited under Express Scripts, Inc. Executive Deferred Compensation Plan.
- (3) Upon distribution each Phantom Stock Unit converts to one share of Express Scripts, Inc. Common Stock.
- (4) Basic Company Credit by Express Scripts, Inc. to Participant's Account in the Executive Deferred Compensation Plan; shares vest three (3) years after the plan year to which such credit relates.

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.