

Ebling Keith J.
Form 4
February 29, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ebling Keith J.

(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)

02/27/2012

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)

EVP & General Counsel

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 | 02/27/2012 | | M ⁽¹⁾ | | 20,960 | A | \$ 9.66 |
| Common Stock | 02/27/2012 | | S ⁽¹⁾ | | 11,122 | D | \$ 53.63 |
| Common Stock | 02/27/2012 | | A | | 8,011 | A | \$ 0 ⁽⁴⁾ |
| Common Stock | 02/27/2012 | | A | | 4,241 | A | \$ 0 ⁽⁷⁾ |
| Common Stock | | | | | 95,100 | I | By spouse trust |

Edgar Filing: Ebling Keith J. - Form 4

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.

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 (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 |
| Non-Qualified Stock Option (Right-to-Buy) | \$ 9.66 | 02/27/2012 | | M ⁽¹⁾ | 20,960 | ⁽²⁾ 03/01/2012 | Express Scripts, Inc. Common Stock |
| Non-Qualified Stock Option (Right-to-Buy) | \$ 53.05 | 02/27/2012 | | A | 55,610 | ⁽⁵⁾ 02/27/2019 | Express Scripts, Inc. Common Stock |
| Non-Qualified Stock Option (Right-to-Buy) | \$ 53.05 | 02/27/2012 | | A | 8,208 | ⁽⁸⁾ 02/27/2019 | Express Scripts, Inc. Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ebling Keith J. C/O EXPRESS SCRIPTS, INC. ONE EXPRESS WAY ST. LOUIS, MO 63121 | | | EVP & General Counsel | |

Signatures

Keith Ebling 02/29/2012
 **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) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Reporting Person on May 27, 2011.
- (2) Options vest in three equal installments on the first three anniversaries of the grant date.
- (3) Employee Stock Option granted pursuant to Express Scripts, Inc. 2000 Long-Term Incentive Plan.
- (4) Grant of Restricted Stock Units pursuant to Express Scripts, Inc. 2011 Long-Term Incentive Plan. Awards vest in three equal installments on February 28, 2013, February 28, 2014, and February 28, 2015.
- (5) Options vest in three equal installments on February 28, 2013, February 28, 2014, and February 28, 2015.
- (6) Employee Stock Option granted pursuant to Express Scripts, Inc. 2011 Long-Term Incentive Plan.
Grant of Restricted Stock Units, contingent upon consummation of the transaction set forth in the Agreement and Plan of Merger with
- (7) Medco Health Solutions, Inc. dated July 20, 2011 ("Medco Merger"). Awards vest in full on February 28, 2014, provided that the Medco Merger transaction is consummated.
Employee Stock Options, contingent upon consummation of the transaction set forth in the Agreement and Plan of Merger with Medco
- (8) Health Solutions, Inc. dated July 20, 2011 ("Medco Merger"). Options vest in full on February 28, 2014, provided that the Medco Merger transaction is consummated.

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.