McNamee Patrick Form 4 April 04, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

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)

(Last)

(City)

1. Name and Address of Reporting Person *

McNamee Patrick

(First) (Middle)

(Zip)

C/O EXPRESS SCRIPTS HOLDING COMPANY, ONE **EXPRESS WAY**

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

Express Scripts Holding Co. [ESRX]

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

04/02/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

EVP & Chief Operating Officer

10% Owner Other (specify

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

Issuer

below)

Director

X_ Officer (give title

ST. LOUIS, MO 63121

(City)	(State) (Z	Zip) Table	I - Non-De	erivative Se	ecuritio	es Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if		3. 4. Securities Acquired Transaction(A) or Disposed of			5. Amount of Securities	6. Ownership Form: Direct	Indirect	
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(D) (Instr. 3, 4 and 5)		Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	04/02/2012		A <u>(1)</u>	83,987	A	(1)	83,987	D	
Common Stock	04/02/2012		A <u>(1)</u>	34,944	A	(1)	34,944	I	By Spouse Trust

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

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SEC 1474 (9-02)

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying See (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Right	\$ 21.8175	04/02/2012		A <u>(1)</u>	37,616	<u>(2)</u>	02/28/2013	Express Scripts Holding Company Common Stock
Stock Appreciation Right	\$ 19.6625	04/02/2012		A <u>(1)</u>	63,388	(2)	02/22/2014	Express Scripts Holding Company Common Stock
Non-Qualified Stock Option (Right-to-Buy)	\$ 31.92	04/02/2012		A(1)	77,518	(2)	02/26/2015	Express Scripts Holding Company Common Stock
Non-Qualified Stock Option (Right-to-Buy)	\$ 22.87	04/02/2012		A <u>(1)</u>	106,454	(2)	03/02/2016	Express Scripts Holding Company Common Stock
Non-Qualified Stock Option (Right-to-Buy)	\$ 49.495	04/02/2012		A <u>(1)</u>	52,938	(3)	03/03/2017	Express Scripts Holding Company Common Stock
Non-Qualified Stock Option (Right-to-Buy)	\$ 56.5	04/02/2012		A <u>(1)</u>	48,415	<u>(4)</u>	03/02/2018	Express Scripts Holding Company Common Stock
	\$ 53.05	04/02/2012		A <u>(1)</u>	62,153	(5)	02/27/2019	

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Non-Qualified Stock Option (Right-to-Buy)							Express Scripts Holding Company Common Stock
Non-Qualified Stock Option (Right-to-Buy)	\$ 53.05	04/02/2012	A <u>(1)</u>	13,680	<u>(6)</u>	02/27/2019	Express Scripts Holding Company Common Stock
Phantom Stock Unit	\$ 0	04/02/2012	A <u>(1)</u>	2,760.205	<u>(7)</u>	<u>(7)</u>	Express Scripts Holding Company Common Stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

McNamee Patrick C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121

EVP & Chief Operating Officer

Signatures

Patrick 04/02/2012 McNamee

**Signature of Date
Reporting Person

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).

Common stock and derivative securities of the Issuer were acquired pursuant to the Agreement and Plan of Merger, dated as of July 20, 2011, as amended on November 7, 2011, by and among Express Scripts, Inc., Medco Health Solutions, Inc., the Issuer, Aristotle Merger Sub, Inc., and Plato Merger Sub, Inc. (the "Merger Agreement"). Upon closing of the transactions contemplated by the Merger

- (1) Agreement, Express Scripts, Inc. became a wholly owned subsidiary of the Issuer, and each share of common stock of Express Scripts, Inc. was converted into one share of common stock of the Issuer. Derivative securities relating to the common stock of Express Scripts, Inc. were converted into derivative securities relating to an equal number of shares of common stock of the Issuer with substantially the same terms and conditions (including vesting schedule and exercise price, if applicable).
- (2) Vests in three (3) equal installments of the first three (3) anniversaries of the grant date.
- (3) Vests in three (3) equal installments on February 28, 2011, February 28, 2012, and February 28, 2013.
- (4) Vests in three (3) equal installments on February 28, 2012, February 28, 2013, and February 28, 2014.

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- (5) Vests in three (3) equal installments on February 28, 2013, February 28, 2014, and February 28, 2015.
- (6) Employee Stock Option, contingent upon consummation of the Medco Merger. Options vest in full on February 28, 2014, provided that the Medco Merger transaction is consummated
- (7) Phantom Stock Units credited under Executive Deferred Compensation Plan. Upon distribution each Phantom Stock Unit converts to one share of Common Stock. 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.