### Edgar Filing: SKINNER SAMUEL K - Form 4

SKINNER SA	AMUEL K											
Form 4												
June 01, 2012	2											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							PPROVAL					
							3235-0287					
Check this	Check this box Washington, D.C. 20549						Number:	January 31,				
if no longer				GES IN BENEFICIAL OWN					Expires:			
subject to		ENI OF	CHAN			CIA	LOW	NERSHIP OF	Estimated a	2005 average		
Section 10 Form 4 or					SECURITIES				burden hou	•		
Form 5		uant to Se	action 16	$\delta(a)$ of the	Securiti	os Fr	vehand	ge Act of 1934,	response	response 0.		
obligation	$^{18}$ Section 17(a)						-	f 1935 or Sectio	m			
may conti	nue.			vestment (	•				,11			
See Instru 1(b).	ction	20(11) 0		- countent	compun.	, 1100	. 01 17	10				
1(0).												
(Print or Type R	esponses)											
					5. Relationship of Reporting Person(s) to							
SKINNER SAMUEL K Symbol								Issuer				
		-	Express	Scripts H	olding C	lo. [E	SRX]	(Cheo	ck all applicable	e)		
(Last)	(First) (M	iddle)	3. Date of	Earliest Tra	insaction			× ×	11	,		
			(Month/Da	ay/Year)			XDirector10% Owner					
	SS SCRIPTS		05/30/20	012			Officer (give title Other (specify below) below)					
	COMPANY, ONI	±						,	,			
EXPRESS V	VAY											
(Street) 4. If Ame			4. If Amer	ndment, Date Original				6. Individual or Joint/Group Filing(Check				
Filed(Mon				th/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
ST LOUIS	MO 62121								More than One Re			
ST. LOUIS,	MO 03121							Person				
(City)	(State) (A	Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned		
1.Title of	2. Transaction Date	2A. Deem	ned	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)		TransactionAcquired (A) or Code Disposed of (D)			Securities	Form: Direct	Indirect			
(Instr. 3)							•	(D) or	Beneficial			
		(Month/D	ay/Year)	(Instr. 8) (Instr. 3, 4 and 5)			Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)			
								Reported	(mouter)	(Instr. 1)		
						(A) or		Transaction(s)				
				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common	05/30/2012			А	1,903	А	\$0 (1)	30,796	D			
Stock							<u>(1)</u>					

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)

### Reporting Owners

\*\*Signature of

Reporting Person

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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. 5. Number Transaction Derivative 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 Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numł of Share
Non-Qualified Stock Option (Right-to-Buy)	\$ 52.53	05/30/2012		A	6,870	(2)	05/30/2019	Express Scripts Holding Company Common Stock	6,81

# **Reporting Owners**

Reporting Owner	Relationships					
	, • • • • • • • • • • • • • • • • • • •		10% Owner	Officer	Other	
SKINNER SAMUEL K C/O EXPRESS SCRIPTS ONE EXPRESS WAY ST. LOUIS, MO 63121	HOLDING COMPANY	Х				
Signatures						
Samuel Skinner	05/30/2012					

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Grant of Restricted Stock Units pursuant to Express Scripts 2011 Long-Term Incentive Plan. Restrictions lapse in three equal installments on May 1, 2013, May 1, 2014, and May 1, 2015.
- (2) Grant of Stock Option pursuant to Express Scripts 2011 Long-Term Incentive Plan. Vests in three (3) equal installments on May 1, 2013, May 1, 2014, and May 1, 2015.

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.