#### Edgar Filing: Hall Jeffrey - Form 4

Hall Jeffrey

Form 4											
March 08, 20	13										
FORM	FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION						OMB APPROVAL				
Washington, D.C. 20549						COMMISSION	OMB Number:	3235-0287			
Check this if no long	or								Expires:	January 31, 2005	
subject to Section 16 Form 4 or	F CHANGES IN BENEFICIAL OWN SECURITIES					NERSHIP OF	Estimated average burden hours per response				
Form 5 obligation may conti <i>See</i> Instru 1(b).	nue. Section 1	7(a) of the		ility Hold	ing Com	pany	Act of	e Act of 1934, f 1935 or Sectio 40	n		
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u></u> Hall Jeffrey			2. Issuer Name <b>and</b> Ticker or Trading Symbol Express Scripts Holding Co. [ESRX]					5. Relationship of Reporting Person(s) to Issuer			
( <b>T</b> ))			•	-	U U	ט. [בי	σκλι	(Chec	k all applicable	;)	
	<sup>(First)</sup> SS SCRIPTS COMPANY, C VAY	(Middle)	3. Date of (Month/D 03/06/20	-	ansaction			Director X Officer (give below) EVP & Ch		Owner er (specify officer	
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					<ul><li>6. Individual or Joint/Group Filing(Check</li><li>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>					
ST. LOUIS,	MO 63121							Form filed by N Person	Aore than One Re	porting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Executio any	med on Date, if Day/Year)	Code	4. Securiti on(A) or Dis (D) (Instr. 3, 4 Amount	sposed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	03/06/2013			A	17,764		\$ 0 (1)	104,044	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. 5. Number of TransactiorDerivative 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 Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S
Non-Qualified Stock Option (Right-to-Buy)	\$ 58.17	03/06/2013		A	60,304	(2)	03/06/2020	Express Scripts Holding Company Common Stock	60,

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Hall Jeffrey C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121			EVP & Chief Financial Officer			
Signatures						

### Signatures

03/08/2013 Jeffrey Hall

\*\*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).
- Grant of Restricted Stock Units pursuant to Express Scripts, Inc. 2011 Long-Term Incentive Plan. Awards vest in three equal installments (1) on February 28, 2014, February 28, 2015 and February 28, 2016.
- (2) Options vest in three equal installments on February 28, 2014, February 28, 2015, and February 28, 2016.
- (3) Employee Stock Option Granted pursuant to Express Scripts, Inc. 2011 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.