## Edgar Filing: MYERS WOODROW A JR - Form 4

	ODROW A JR										
Form 4	2										
May 13, 2013									OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287		
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	<ul> <li>box</li> <li><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</b> SECURITIES</li> <li>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,</li> <li>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section</li> <li>automatic Company Act of 1940</li> </ul>							burden hou response	Estimated average burden hours per response 0.5		
(Print or Type R	esponses)										
MYERS WOODROW A JR Symbol				r Name <b>and</b> Ticker or Trading s Scripts Holding Co. [ESRX]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M	fiddle) 3.	3. Date of Earliest Transaction				(Cheo	ck all applicable)			
	SS SCRIPTS COMPANY, ON VAY	0.	Month/Da 5/09/20	-				X Director Officer (give below)		6 Owner er (specify	
	(Street) 4. If Amene Filed(Month			ndment, Date Original h/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
ST. LOUIS,	MO 63121							_X_ Form filed by Form filed by M Person	One Reporting Po More than One Ro		
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	Securi	ties Ace	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		Date, if	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or				SecuritiesFBeneficially(1)OwnedInFollowing(1)ReportedTransaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	05/09/2013			Code V A	Amount 1,623		Price \$ 0 (1)	(Instr. 3 and 4) 13,448	D		

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

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 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. Transactio Code (Instr. 8)	5. Number on f 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 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)	\$ 61.58	05/09/2013		А	5,872	(2)	05/09/2020	Express Scripts Holding Company Common Stock	5,81

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## **Reporting Owners**

Reporting Owner Name / Addre	Relationships					
		Director	10% Owner	Officer	Other	
MYERS WOODROW A JR C/O EXPRESS SCRIPTS HOLDING C ONE EXPRESS WAY ST. LOUIS, MO 63121	COMPANY	Х				
Signatures						
Woodrow A 05/10/2012 Myers Jr.	3					

<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) Grant of Restricted Stock Units pursuant to Express Scripts 2011 Long-Term Incentive Plan. Restrictions lapse in three equal installments on May 1, 2014, May 1, 2015, and May 1, 2016.
- (2) Grant of Stock Option pursuant to Express Scripts 2011 Long-Term Incentive Plan. Vests in three equal installments on May 1, 2014, May 1, 2015, and May 1, 2016.

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.