Express Scripts Holding Co.

Form 4

November 06, 2013

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

OMB Number:

3235-0287 January 31,

2005

0.5

Check this box if no longer subject to Section 16.

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

Expires: Estimated average

**OMB APPROVAL** 

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Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* MAC MAHON THOMAS P

2. Issuer Name and Ticker or Trading Symbol

Express Scripts Holding Co. [ESRX]

5. Relationship of Reporting Person(s) to

Issuer

below)

X\_ Director

Officer (give title

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

11/04/2013

(Check all applicable)

10% Owner Other (specify

C/O EXPRESS SCRIPTS HOLDING COMPANY, ONE

(Street)

11/05/2013

**EXPRESS WAY** 

Common

Stock

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

> \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

> > D

Person

ST. LOUIS, MO 63121

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Transactionr Disposed of (D) Security (Month/Day/Year) Execution Date, if Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V (D) Price Amount Common 11/04/2013 \$ 24.64 56,849 M 16,968 A D Stock Common 11/04/2013 D \$ 62.25 50,132 D 6,717 D Stock

10,251 D

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

S

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39,881

**SEC 1474** (9-02)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	Expiration I (Month/Day	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 Numb of Sha	
Stock Appreciation Right	\$ 24.64	11/04/2013		M	16,968	<u>(1)</u>	05/23/2014	Express Scripts Holding Company Common Stock	16,90	

Relationshins

## **Reporting Owners**

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
HON THOMAS P				

MAC MAHON THOMAS P C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121

# **Signatures**

Thomas Mac Mahon 11/06/2013

\*\*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).
- (1) Stock Appreciation Rights vest in three equal installments on each of the first, second and third anniversary of the grant date (5/23/2007).

X

(2) Stock Appreciation Rights granted pursuant to the Express Scripts, Inc. 2000 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.

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