Express Scripts Holding Co.

Form 4 March 12, 2014

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

Check this box if no longer subject to Section 16. 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

(Print or Type Responses)

1(b).

(Last)

1. Title of

1. Name and Address of Reporting Person \* Miller Steven B

(First)

2. Issuer Name and Ticker or Trading Symbol

Express Scripts Holding Co. [ESRX]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

(Month/Day/Year) 03/10/2014

below)

10% Owner \_X\_\_ Officer (give title \_ Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect Beneficial

Sr. VP & Chief Med. Officer

6. Individual or Joint/Group Filing(Check

HOLDING COMPANY, ONE **EXPRESS WAY** 

C/O EXPRESS SCRIPTS

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

Director

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

ST. LOUIS, MO 63121

(City) (State) (Zip)

2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. Securities Acquired (A) 5. Amount of

Security	(Month/Day/Year)	Execution Date, if	Transactio	omr Dispos	ed of (	Securities	Ownership	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)			Beneficially	Form:
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)
							Following	or Indirect
					(4)		Reported	(I)
					(A)		Transaction(s)	(Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	
C					,	\$		
Common Stock	03/10/2014		S	12,664	D	77.961 (1)	21,417	D

3.

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)

#### Edgar Filing: Express Scripts Holding Co. - Form 4

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.  onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	t of ying es	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)  (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Miller Steven B C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121

Sr. VP & Chief Med. Officer

# **Signatures**

/s/ Steven B. 03/12/2014 Miller

\*\*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).

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$77.75 to \$78.13, inclusive. The Reporting Person undertakes to provide to Express Scripts Holding Company, any security holder of Express Scripts Holding Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

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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