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

Express Scrip Form 4 May 09, 201	pts Holding Co. 4										
FORM	1 /								OMB A	PPROVAL	
	UNITED	Wash					NGE (	COMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1	states STATEN	IENT OF C	CHAN	IANGES IN BENEFICIAL OW SECURITIES				NERSHIP OF	Expires: Estimated a		
Section 16.SECONTTIESburden hours per responseForm 4 orForm 5Filed 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 194030(h) of the Investment Company Act of 1940								•			
(Print or Type F	Responses)										
MAC MAHON THOMAS P Symbol				er Name <b>and</b> Ticker or Trading				<ul><li>5. Relationship of Reporting Person(s) to Issuer</li><li>] (Check all applicable)</li></ul>			
				Express Scripts Holding Co. [ESRX]							
(Last)	(First) (A			Earliest Tra	nsaction						
	ESS SCRIPTS COMPANY, ON WAY	05	4onth/Da 5/07/20	ay/Year) )14				X Director Officer (give below)		6 Owner er (specify	
				nendment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
ST. LOUIS,	MO 63121			•				_X_ Form filed by	One Reporting Po More than One Ro		
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed o	f. or Beneficia	llv Owned	
1.Title of	2. Transaction Dat	te 2A Deemed		3.	4. Securi			5. Amount of	6. Ownership	-	
Security (Instr. 3)	Security (Month/Day/Year) Execution Date, if		Date, if	TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)			SecuritiesHBeneficially(OwnedI	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	05/07/2014			А	1,491	А	\$ 0 (1)	41,372	D		
D . I D		<b>6 1</b> 1	c		. 11	1 1.	.1	• •• ••			

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)

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 prof 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 Numb of Share
Non-Qualified Stock Option (Right-to-Buy)	\$ 67.05	05/07/2014		Α	6,402	(2)	05/07/2021	Express Scripts Holding Company Common Stock	6,4(

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MAC MAHON THOMAS P C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121	Х					
Signatures						
/s/ Martin P. Akins, as Attorney-in-Fact for Thomas Mahon	05/09/2014					
<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, 2015, May 1, 2016, and May 1, 2017.
- (2) Grant of stock option pursuant to Express Scripts 2011 Long-Term Incentive Plan. Vests in three equal installments on May 1, 2015, May 1, 2016, and May 1, 2017.

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.