Edgar Filing: Express Scripts Holding Co. - Form 4

Express Scripts Ho Form 4	olding Co.								
February 10, 2015									
FORM 4	UNITED	STATES					COMMISSION		PPROVAL 3235-0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES 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								January 31, 2005 average urs per . 0.5
1. Name and Address Miller Steven B		Person <u>*</u>	Symbol	er Name an e s Scripts l		Trading	5. Relationship o Issuer	of Reporting Per ock all applicabl	
(Last) (F C/O EXPRESS S HOLDING COM EXPRESS WAY	3. Date of Earliest Transaction (Month/Day/Year) 02/06/2015			Director 10% Owner X Officer (give title Other (specify below) below) Sr. VP & Chief Med. Officer					
(S ST. LOUIS, MO	4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (S	State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned
	nsaction Date h/Day/Year)	Execution any	ed Date, if	3. Transactio Code (Instr. 8) Code V	4. Securit mAcquired Disposed (Instr. 3, 4	ies (A) or of (D)	5. Amount of Securities Beneficially Owned		7. Nature of Indirect
Reminder: Report on	a separate line	for each cl	ass of sec	urities bene	Perso inform requir	ns who res nation cont red to respo ays a curre	or indirectly. spond to the colle- ained in this form ond unless the for htly valid OMB co	are not rm	SEC 1474 (9-02)
	Tab					posed of, or convertible s	Beneficially Owned securities)	I	

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	Securities Acquired (A Disposed o (Instr. 3, 4, 5)	(D)	(Month/Day	/Year)	(Instr. 3 and 4	4)
				Code	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Unit <u>(1)</u>	\$ 0 <u>(2)</u>	02/06/2015		А	161.7792		<u>(3)</u>	(3)	Express Scripts Holding Company Common Stock	161.7792

Reporting Owners

Reporting Owner Name / Address	Relationships					
r of the test of the	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/ Martin P. Akins, as Attorney-in-Fact for Steven E	3.					
Miller		02/10/20	015			
**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) Phantom Stock Unit credited under the Company's Executive Deferred Compensation Plan.
- (2) Upon distribution each Phantom Stock Unit converts to one share of the Company's Common Stock.
- (3) Basic Company Credit by Express Scripts Holding Company to Participant's Account in the Executive Deferred Compensation Plan; shares vest 3 (three) years after the plan year to which such credit relates.

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.