Express Scripts Holding Co. Form 4

March 15, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

(Middle)

(Zip)

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 See Instruction

1(b).

(Last)

EXPRESS WAY

(City)

(Instr. 3)

Form 5

obligations

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

Neville Everett

C/O EXPRESS SCRIPTS

HOLDING COMPANY, ONE

2. Issuer Name and Ticker or Trading Symbol

Express Scripts Holding Co. [ESRX]

3. Date of Earliest Transaction

(Month/Day/Year)

10/07/2015

Director X_ Officer (give title below)

Other (specify

Sr VP-Supply Chain & Specialty

(Check all applicable)

10% Owner

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Street)

(State)

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

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

Issuer

ST. LOUIS, MO 63121

1. Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

(A)

or

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 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)

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if TransactionDerivative Conversion

5. Number of

6. Date Exercisable and **Expiration Date**

8. P 7. Title and Amount of **Underlying Securities**

(9-02)

1

Der

Edgar Filing: Express Scripts Holding Co. - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (or Disposed (D) (Instr. 3, 4, and 5)	d of			(Instr. 3 and 4)		Secu (Ins
				Code V	(A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (1)	\$ 0 (2)	10/07/2015		I	25.184		<u>(2)</u>	(2)	Express Scripts Holding Company Common Stock	25.184	\$ 8
Phantom Stock Units (1)	\$ 0 (2)	01/04/2016		I	36.034		(2)	(2)	Express Scripts Holding Company Common Stock	36.034	\$ 8

Reporting Owners

Reporting Owner Name / Address	Kelationships						
	Director	10% Owner	Officer	Other			

Neville Everett C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121

Sr VP-Supply Chain & Specialty

Daladianahin

Signatures

/s/ Joseph J. Satorius, as Attorney-in-Fact for Everett
Neville

03/15/2017

**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 Units acquired under the Company's Executive Deferred Compensation Plan. These transactions were not timely reported due to internal administrative error.
- (2) Upon distribution each Phantom Stock Unit converts to one share of the Company's Common Stock. Phantom Stock Units reflected herein may be transferred by the reporting person into an alternative investment account at any time.
- (3) Total reflects contributions of Phantom Stock Units subsequent to the two transactions reported on this Form 4.

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.

Reporting Owners 2