

Stettin Glen D.
Form 4
December 21, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Stettin Glen D.

2. Issuer Name and Ticker or Trading Symbol
Express Scripts Holding Co. [ESRX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O EXPRESS SCRIPTS HOLDING COMPANY, ONE EXPRESS WAY

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP, Clin. Res. & New Sol.

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ST. LOUIS, MO 63121

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/20/2018		D	(A) Amount 45,009.331 (D) Price \$ 0 0		D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transaction Code (Instr. 8)	5. Number of 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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (Right to Buy)	\$ 58.17	12/20/2018		D	27,234	<u>(2)</u>	03/06/2020	Express Scripts Holding Company Common Shares
Non-Qualified Stock Option (Right to Buy)	\$ 77.15	12/20/2018		D	23,996	<u>(2)</u>	03/05/2021	Express Scripts Holding Company Common Shares
Non-Qualified Stock Option (Right to Buy)	\$ 84.83	12/20/2018		D	24,019	<u>(2)</u>	03/04/2025	Express Scripts Holding Company Common Shares
Non-Qualified Stock Option (Right to Buy)	\$ 69.57	12/20/2018		D	31,678	<u>(2)</u>	03/09/2026	Express Scripts Holding Company Common Shares
Non-Qualified Stock Option (Right to Buy)	\$ 67.62	12/20/2018		D	30,715	<u>(2)</u>	03/08/2027	Express Scripts Holding Company Common Shares
Phantom Stock Units <u>(4)</u>	\$ 0 <u>(5)</u>	12/20/2018		D <u>(6)</u>	1,500.5715	<u>(7)</u>	<u>(7)</u>	Express Scripts Holding Company Common Shares

