

Express Scripts Holding Co.
Form 4
June 03, 2015

FORM 4

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

OMB APPROVAL

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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 *
Wimberly Gary

(Last) (First) (Middle)

C/O EXPRESS SCRIPTS
HOLDING COMPANY, ONE
EXPRESS WAY

(Street)

ST. LOUIS, MO 63121

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. VP & Ch. Information Off.

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

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	06/01/2015		M	12,279	A	\$ 56.5	34,808	D
Common Stock	06/01/2015		M	9,078	A	\$ 58.17	43,886	D
Common Stock	06/01/2015		M	16,356	A	\$ 53.05	60,242	D
Common Stock	06/01/2015		M	3,557	A	\$ 53.05	63,799	D
Common Stock	06/01/2015		M	4,799	A	\$ 77.15	68,598	D

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Common Stock 06/01/2015 S 46,069 D \$ 86.15 22,529 D

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)

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 Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (Right-to-Buy)	\$ 56.5	06/01/2015		M	12,279	<u>(1)</u> 03/02/2018	Express Scripts Holding Company Common Stock	12,279
Non-Qualified Stock Option (Right-to-Buy)	\$ 58.17	06/01/2015		M	9,078	<u>(2)</u> 03/06/2020	Express Scripts Holding Company Common Stock	9,078
Non-Qualified Stock Option (Right-to-Buy)	\$ 53.05	06/01/2015		M	16,356	<u>(3)</u> 02/27/2019	Express Scripts Holding Company Common Stock	16,356
Non-Qualified Stock Option (Right-to-Buy)	\$ 53.05	06/01/2015		M	3,557	<u>(4)</u> 02/27/2019	Express Scripts Holding Company Common Stock	3,557
	\$ 77.15	06/01/2015		M	4,799	<u>(5)</u> 03/05/2021		4,799

Non-Qualified
Stock Option
(Right-to-Buy)

Express
Scripts
Holding
Company
Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wimberly Gary C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121				Sr. VP & Ch. Information Off.

Signatures

/s/ Gary M.
Wimberly

06/03/2015

**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 stock option pursuant to Express Scripts, Inc. 2000 Long-Term Incentive Plan. Vested in three (3) equal installments on February 28, 2012, February 28, 2013, and February 28, 2014.
- (2) Grant of stock option pursuant to Express Scripts, Inc. 2011 Long-Term Incentive Plan. Vests in three (3) equal installments on February 28, 2014, February 28, 2015, and February 28, 2016.
- (3) Grant of stock option pursuant to Express Scripts, Inc. 2011 Long-Term Incentive Plan. Vested in three (3) equal installments on February 28, 2013, February 28, 2014, and February 28, 2015.
- (4) Grant of stock option pursuant to Express Scripts, Inc. 2011 Long-Term Incentive Plan. Vested on February 28, 2014.
- (5) Grant of stock option pursuant to Express Scripts, Inc. 2011 Long-Term Incentive Plan. Vests in three equal installments on February 28, 2015, February 28, 2016, and February 28, 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.