

MAC MAHON THOMAS P  
Form 4  
April 04, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MAC MAHON THOMAS P

(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)

04/02/2012

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)

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	04/02/2012		A <sup>(1)</sup>		18,893	A	18,893
						D	

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.**

SEC 1474  
(9-02)

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

Edgar Filing: MAC MAHON THOMAS P - Form 4

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Stock Appreciation Right	\$ 17.9675	04/02/2012		A <sup>(1)</sup>	18,740	<sup>(2)</sup> 05/24/2013	Express Scripts Holding Company Common Stock	18,740
Stock Appreciation Right	\$ 24.64	04/02/2012		A <sup>(1)</sup>	16,968	<sup>(2)</sup> 05/23/2014	Express Scripts Holding Company Common Stock	16,968
Non-Qualified Stock Option (Right-to-Buy)	\$ 35.845	04/02/2012		A <sup>(1)</sup>	12,694	<sup>(3)</sup> 05/28/2015	Express Scripts Holding Company Common Stock	12,694
Non-Qualified Stock Option (Right-to-Buy)	\$ 30.83	04/02/2012		A <sup>(1)</sup>	13,128	<sup>(4)</sup> 05/27/2016	Express Scripts Holding Company Common Stock	13,128
Non-Qualified Stock Option (Right-to-Buy)	\$ 51.245	04/02/2012		A <sup>(1)</sup>	8,042	<sup>(5)</sup> 05/05/2017	Express Scripts Holding Company Common Stock	8,042
Non-Qualified Stock Option (Right-to-Buy)	\$ 57.59	04/02/2012		A <sup>(1)</sup>	7,466	<sup>(6)</sup> 05/04/2018	Express Scripts Holding Company Common Stock	7,466

