

EXPRESS SCRIPTS INC
Form 4
March 10, 2005

FORM 4

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

OMB APPROVAL

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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 *
REY-GIRAUD AGNES

2. Issuer Name and Ticker or Trading Symbol
EXPRESS SCRIPTS INC [ESRX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**EXPRESS SCRIPTS INC, 13900
RIVERPORT DRIVE**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/09/2003

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Research & Product Mgmt.

**MARYLAND
HEIGHTS, MO 63043**

(City) (State) (Zip)

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

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)
				(A) or (D) Code V Amount Price			
Common Stock ⁽¹⁾	08/09/2003		D	1,644 ⁽²⁾ D \$ 62.23	14,704 ⁽³⁾	D	
Common Stock ⁽¹⁾	08/09/2003		D	341 ⁽⁴⁾ D \$ 62.23	1,959	I	Owned by spouse
Common Stock ⁽¹⁾	09/13/2003		D	507 ⁽⁵⁾ D \$ 60.78	1,452 ⁽⁶⁾	I	Owned by Spouse

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

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SEC 1474 (9-02)

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)

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REY-GIRAUD AGNES EXPRESS SCRIPTS INC 13900 RIVERPORT DRIVE MARYLAND HEIGHTS, MO 63043			SVP, Research & Product Mgmt.	

Signatures

Agnes
Rey-Giraud 03/10/2005

**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) Express Scripts, Inc. Common Stock
- (2) Represents shares tendered to Express Scripts, Inc. to cover Ms. Rey-Giraud's tax liability due upon lapse of restrictions of restricted stock previously awarded under Express Scripts, Inc. 2000 Long Term Incentive Plan.
- (3) Correction to total shares owned by Ms. Rey-Giraud. Totals on subsequent filings were incorrect.
- (4) Represents shares tendered to Express Scripts, Inc. to cover Ms. Rey-Giraud's spouse's tax liability due upon lapse of restrictions of restricted stock previously awarded under Express Scripts, Inc. 2000 Long Term Incentive Plan.
- (5) Represents shares forfeited by Ms. Rey-Giraud's spouse upon his termination of employment prior to vesting of shares.
- (6) Correction to total shares owned by Ms. Rey-Giraud's spouse, which were incorrect in subsequent filings. As noted on a Form 4 filed 12/01/04, the remaining 1,452 shares were sold.

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