

EXPRESS SCRIPTS INC  
Form FWP  
April 28, 2011

Filed Pursuant to Rule 433  
Registration Statement No. 333-159654  
Pricing Term Sheet  
April 27, 2011

**Express Scripts, Inc.**  
**\$1,500,000,000 3.125% Senior Notes due 2016**

*This term sheet to the preliminary prospectus supplement dated April 27, 2011 should be read together with the preliminary prospectus supplement before making a decision in connection with an investment in the securities. The information in this term sheet supersedes the information contained in the preliminary prospectus supplement to the extent that it is inconsistent therewith. Terms used but not defined herein have the meaning ascribed to them in the preliminary prospectus supplement.*

<b>Issuer:</b>	Express Scripts, Inc.
<b>Ratings:</b>	Moody s: Baa3 (Positive) / S&P: BBB+ (Stable) / Fitch: BBB (Stable)
<b>Security Description:</b>	3.125% Senior Notes due 2016
<b>Aggregate Principal Amount:</b>	\$1,500,000,000
<b>Issue Price (Price to Public):</b>	99.597% of Principal amount
<b>Maturity Date:</b>	May 15, 2016
<b>Coupon:</b>	3.125%
<b>Benchmark Treasury:</b>	2.250% UST due March 31, 2016
<b>Benchmark Treasury Price and Yield:</b>	101-00+ / 2.032%
<b>Spread to Benchmark Treasury:</b>	118 bps
<b>Yield to Maturity:</b>	3.212%
<b>Interest Payment Dates:</b>	Semi-annually on each May 15 and November 15, commencing on November 15, 2011
<b>Make-Whole Redemption:</b>	T+20 bps
<b>Trade Date:</b>	April 27, 2011
<b>Settlement Date:</b>	May 2, 2011 (T+3)
<b>Legal Format:</b>	SEC Registered
<b>CUSIP/ISIN:</b>	302182 AF7 / US302182AF78
<b>Denominations:</b>	\$2,000 and integral multiples of \$1,000 in excess thereof

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**Joint Book-Running Managers:**

Credit Suisse Securities (USA) LLC  
Citigroup Global Markets Inc.  
RBS Securities Inc.  
Credit Agricole Securities (USA) Inc.  
Deutsche Bank Securities Inc.  
J.P. Morgan Securities LLC  
Merrill Lynch, Pierce, Fenner & Smith Incorporated  
Morgan Stanley & Co. Incorporated  
SunTrust Robinson Humphrey, Inc.  
Wells Fargo Securities, LLC

**Co-Managers:**

Fifth Third Securities, Inc.  
Mitsubishi UFJ Securities (USA), Inc.  
PNC Capital Markets LLC  
Scotia Capital (USA) Inc.  
The Williams Capital Group, L.P.  
U.S. Bancorp Investments, Inc.

**Note:** A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Credit Suisse Securities (USA) LLC at 1-800-221-1037, Citigroup Global Markets Inc. at 1-877-858-5407, or RBS Securities Inc. at 1-617-423-7062.**