

Express Scripts Holding Co.
Form 3
February 10, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Houston Christine | | (Month/Day/Year) | Express Scripts Holding Co. [ESRX] | |
| (Last) | (First) | (Middle) | 02/01/2014 | |
| C/O EXPRESS SCRIPTS HOLDING COMPANY,Â ONE EXPRESS WAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| ST. LOUIS,Â MOÂ 63121 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | Sr. VP, Operations | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 12,229 | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--|----------------------------|-----------|---------------------------------------|---|
| Non-Qualified Stock Option (Right-to-Buy) | Â <u>(1)</u> | 03/06/2020 | Express Scripts Holding Company Common Stock | 25,288 | \$ 58.17 | D | Â |
| Non-Qualified Stock Option (Right-to-Buy) | Â <u>(2)</u> | 02/27/2019 | Express Scripts Holding Company Common Stock | 22,898 | \$ 53.05 | D | Â |
| Non-Qualified Stock Option (Right-to-Buy) | Â <u>(3)</u> | 11/17/2018 | Express Scripts Holding Company Common Stock | 19,889 | \$ 43.77 | D | Â |
| Non-Qualified Stock Option (Right-to-Buy) | Â <u>(4)</u> | 03/02/2018 | Express Scripts Holding Company Common Stock | 10,104 | \$ 56.5 | D | Â |
| Non-Qualified Stock Option (Right-to-Buy) | Â <u>(5)</u> | 03/03/2017 | Express Scripts Holding Company Common Stock | 10,742 | \$ 49.495 | D | Â |
| Non-Qualified Stock Option (Right-to-Buy) | Â <u>(6)</u> | 03/02/2016 | Express Scripts Holding Company Common Stock | 15,002 | \$ 22.87 | D | Â |
| Non-Qualified Stock Option (Right-to-Buy) | Â <u>(7)</u> | 02/26/2015 | Express Scripts Holding Company Common Stock | 3,646 | \$ 31.92 | D | Â |
| | Â <u>(7)</u> | 02/26/2015 | | 12,028 | \$ 31.92 | D | Â |

| Option Type | Exercise Price | Expiration Date | Company | Quantity | Price | Dividend | Other |
|---|----------------|-----------------|--|----------|-----------|----------|-------|
| Non-Qualified Stock Option (Right-to-Buy) | | | Express Scripts Holding Company Common Stock | | | | |
| Stock Appreciation Right | Â (8) | 02/22/2014 | Express Scripts Holding Company Common Stock | 8,948 | \$ 19.662 | D | Â |
| Phantom Stock Unit | Â (9) | Â (9) | Express Scripts Holding Company Common Stock | 97.2905 | \$ (9) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Houston Christine C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121 | Â | Â | Â Sr. VP, Operations | Â |

Signatures

/s/ Christine A. Houston 02/07/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 options pursuant to the 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.
- (2) Grant of stock options pursuant to the Express Scripts, Inc. 2011 Long-Term Incentive Plan. Vests in three (3) equal installments on February 28, 2013, February 28, 2014, and February 28, 2015.
- (3) Grant of stock options pursuant to the Express Scripts, Inc. 2011 Long-Term Incentive Plan. All shares vested on November 17, 2013.
- (4) Grant of stock options pursuant to the Express Scripts, Inc. 2000 Long-Term Incentive Plan. Vests in three (3) equal installments on February 28, 2012, February 28, 2013, and February 28, 2014.
- (5) Grant of stock options pursuant to the Express Scripts, Inc. 2000 Long-Term Incentive Plan. All shares vested on February 28, 2013.

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- (6) Grant of stock options pursuant to the Express Scripts, Inc. 2000 Long-Term Incentive Plan. All shares vested on March 2, 2012.
- (7) Grant of stock options pursuant to the Express Scripts, Inc. 2000 Long-Term Incentive Plan. All shares vested on February 26, 2011.
- (8) Grant of stock appreciation rights pursuant to the Express Scripts, Inc. 2000 Long-Term Incentive Plan. All shares vested on February 22, 2010.
- (9) Phantom Stock Units credited under the Company's Executive Deferred Compensation Plan. All company credits to the participant's account vest in three (3) years after the plan year to which a particular credit relates. Upon distribution each Phantom Stock Unit converts to one share of the Company's Common Stock.

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Remarks:

Ex. 24 - Power of Attorney is attached.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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