

Express Scripts Holding Co.  
Form 3  
February 10, 2014

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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 <b>and</b> Ticker or Trading Symbol                     |                                                      |
| Â Wade Sara E                                         |                                             | (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)                      |                                      |                                                                        |                                                      |
|                                                       | <input type="checkbox"/> Director           | <input type="checkbox"/> 10% Owner   |                                                                        |                                                      |
|                                                       | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |                                                      |
|                                                       | (give title below) (specify below)          |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |                                                      |
|                                                       | Sr. VP, Ch. Human Res. Off.                 |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |                                                      |
| ST. LOUIS,Â MOÂ 63121                                 |                                             |                                      |                                                                        |                                                      |
| (City)                                                | (State)                                     | (Zip)                                |                                                                        |                                                      |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock                       | 19,707.161                                               | D                                                                 | Â                                                        |

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

SEC 1473 (7-02)

**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.**

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

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

Edgar Filing: Express Scripts Holding Co. - Form 3

|                                           | 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 | 27,234                     | \$ 58.17      | D                                     | Â |
| Non-Qualified Stock Option (Right-to-Buy) | Â <u>(2)</u>     | 02/27/2019      | Express Scripts Holding Company Common Stock | 4,596                      | \$ 53.05      | D                                     | Â |
| Non-Qualified Stock Option (Right-to-Buy) | Â <u>(3)</u>     | 02/27/2019      | Express Scripts Holding Company Common Stock | 35,983                     | \$ 53.05      | D                                     | Â |
| Non-Qualified Stock Option (Right-to-Buy) | Â <u>(4)</u>     | 03/02/2018      | Express Scripts Holding Company Common Stock | 20,348                     | \$ 56.5       | D                                     | Â |
| Non-Qualified Stock Option (Right-to-Buy) | Â <u>(5)</u>     | 02/22/2018      | Express Scripts Holding Company Common Stock | 3,646                      | \$ 54.59      | D                                     | Â |
| Phantom Stock Unit <u>(6)</u>             | Â <u>(6)</u>     | Â <u>(6)</u>    | Express Scripts Holding Company Common Stock | 256.7026                   | \$ <u>(6)</u> | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address                     | Relationships |           |                               |       |
|----------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                    | Director      | 10% Owner | Officer                       | Other |
| Wade Sara E<br>C/O EXPRESS SCRIPTS HOLDING COMPANY | Â             | Â         | Â Sr. VP, Ch. Human Res. Off. | Â     |

ONE EXPRESS WAY  
ST. LOUIS, MO 63121

## Signatures

/s/ Sara E. Wade                      02/07/2014

\_\_Signature of                              Date  
Reporting Person

## 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 on February 28, 2014.
- (3) 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.
- (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 December 14, 2013.
- (6) 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.

^

### Remarks:

Ex. 24 - Power of Attorney attached

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.