

Express Scripts Holding Co.
Form 4
February 26, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Stettin Glen D.

(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)

02/24/2015

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)
Sr. VP, Clin. Res. & New Sol.

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/24/2015		F		3,028	D	\$ 87.62 (1)
Common Stock	02/24/2015		M(2)		21,739	A	\$ 47.61
Common Stock	02/24/2015		S		4,200	D	\$ 86.684 (3)
Common Stock	02/24/2015		S		11,039	D	\$ 87.545 (4)

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Common Stock	02/24/2015	S	6,500	D	\$ (5) 88.352	16,829.331	D
Common Stock	02/25/2015	S(6)	5,864	D	\$ 87.31	10,965.331	D

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

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(9-02)

**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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Non-Qualified Stock Option (Right-to-Buy)	\$ 47.61	02/24/2015		M	21,739	(7) (7)	Express Scripts Holding Company Common Stock	21,739

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Stettin Glen D. C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121	Sr. VP, Clin. Res. & New Sol.

Signatures

/s/ Martin P. Akins, as Attorney-in-Fact for Glen D. Stettin 02/26/2015

**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) Represents shares tendered to Company to cover Reporting Person's tax liability due upon vesting of restricted stock units previously awarded under long-term incentive plans.
- (2) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$86.11 to \$87.05, inclusive. The Reporting Person undertakes to provide to Express Scripts Holding Company, any security holder of Express Scripts Holding Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- (3) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.14 to \$88.11, inclusive. The Reporting Person undertakes to provide to Express Scripts Holding Company, any security holder of Express Scripts Holding Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- (4) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$88.14 to \$88.78, inclusive. The Reporting Person undertakes to provide to Express Scripts Holding Company, any security holder of Express Scripts Holding Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- (5) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (6) Grant of stock options pursuant to the Medco Health Solutions, Inc. Amended and Restated Stock Incentive Plan. Vested in three (3) equal installments on February 24, 2013, February 24, 2014, and February 24, 2015.
- (7)

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.