

POTTER MYRTLE S

Form 4

May 22, 2012

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**POTTER MYRTLE S**

(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)  
**05/21/2012**

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |              |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|--------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                                          |              |
| Common<br>Stock                       | 05/21/2012                              |                                                             | M                                    |                                                                         | 538                                                                                                                | A                                                                       | \$ 36.5                                                                        | 7,409.674 D  |
| Common<br>Stock                       | 05/21/2012                              |                                                             | S                                    |                                                                         | 538                                                                                                                | D                                                                       | \$ 51.873                                                                      | 6,871.674 D  |
| Common<br>Stock                       | 05/21/2012                              |                                                             | M                                    |                                                                         | 10,644                                                                                                             | A                                                                       | \$ 34.79                                                                       | 17,515.674 D |
| Common<br>Stock                       | 05/21/2012                              |                                                             | S                                    |                                                                         | 10,644                                                                                                             | D                                                                       | \$ 51.863                                                                      | 6,871.674 D  |
| Common<br>Stock                       | 05/21/2012                              |                                                             | M                                    |                                                                         | 5,000                                                                                                              | A                                                                       | \$ 32.94                                                                       | 11,871.674 D |

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Common Stock      05/21/2012      S      5,000      D      \$ 51.902      6,871.674      D

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

**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.**

SEC 1474  
(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 Security (Instr. 3 and 4) | 8. An or Nu of |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                             | Title          |
| Non-Qualified Stock Option (Right-to-Buy)  | \$ 36.5                                                | 05/21/2012                           |                                                    | M                              | 538                                                                                     | 12/11/2008 12/10/2017                                    | Express Scripts Holding Company Common Stock                |                |
| Non-Qualified Stock Option (Right-to-Buy)  | \$ 34.79                                               | 05/21/2012                           |                                                    | M                              | 10,644                                                                                  | 05/22/2009 05/21/2018                                    | Express Scripts Holding Company Common Stock                | 10             |
| Non-Qualified Stock Option (Right-to-Buy)  | \$ 32.94                                               | 05/21/2012                           |                                                    | M                              | 5,000                                                                                   | 05/21/2010 05/20/2019                                    | Express Scripts Holding Company Common Stock                | 5              |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

POTTER MYRTLE S  
C/O EXPRESS SCRIPTS HOLDING COMPANY  
ONE EXPRESS WAY  
ST. LOUIS, MO 63121

## Signatures

Myrtle Potter

05/21/2012

    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).

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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