

SKINNER SAMUEL K
Form 4
November 21, 2012

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SKINNER SAMUEL K

2. Issuer Name and Ticker or Trading Symbol
Express Scripts Holding Co. [ESRX]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O EXPRESS SCRIPTS
HOLDING COMPANY, ONE
EXPRESS WAY

3. Date of Earliest Transaction
(Month/Day/Year)
11/19/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
ST. LOUIS, MO 63121

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 11/19/2012 | | M | | | 12,694 | A | \$ 35.845 | 43,490 | D | |
| Common Stock | 11/19/2012 | | M | | | 13,128 | A | \$ 30.83 | 56,618 | D | |
| Common Stock | 11/19/2012 | | M | | | 18,740 | A | \$ 17.9675 | 75,358 | D | |
| Common Stock | 11/19/2012 | | D | | | 6,453 | D | \$ 52.18 | 68,905 | D | |
| Common Stock | 11/19/2012 | | M | | | 16,968 | A | \$ 24.64 | 85,873 | D | |

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Common Stock 11/19/2012 D 8,013 D \$ 52.18 77,860 D

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (Right-to-Buy) | \$ 35.845 | 11/19/2012 | | M | 12,694 | <u>(1)</u> 05/28/2015 | Express Scripts Holding Company Common Stock | 12,694 |
| Non-Qualified Stock Option (Right-to-Buy) | \$ 30.83 | 11/19/2012 | | M | 13,128 | <u>(3)</u> 05/27/2016 | Express Scripts Holding Company Common Stock | 13,128 |
| Stock Appreciation Right | \$ 17.9675 | 11/19/2012 | | M | 18,740 | <u>(4)</u> 05/24/2013 | Express Scripts Holding Company Common Stock | 18,740 |
| Stock Appreciation Right | \$ 24.64 | 11/19/2012 | | M | 16,968 | <u>(4)</u> 05/23/2014 | Express Scripts Holding Company Common Stock | 16,968 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SKINNER SAMUEL K C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121 | X | | | |

Signatures

Martin P Akins 11/19/2012

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).
- (1) Vested in three (3) equal installments on May 1, 2009, May 1, 2010, and May 1, 2011.
- (2) Employee Stock Option granted pursuant to Express Scripts 2000 Long-Term Incentive Plan.
- (3) Vested in three (3) equal installments on May 1, 2010, May 1, 2011, and May 1, 2012.
- (4) Vested in three (3) equal installments on the first three anniversaries of the grant date.
- (5) Stock Appreciation Right granted pursuant to Express Scripts 2000 Long-Term Incentive Plan.

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.