

PAZ GEORGE  
Form 4  
March 04, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
**PAZ GEORGE**

(Last) (First) (Middle)

**C/O EXPRESS SCRIPTS, INC., ONE EXPRESS WAY**

(Street)

**ST. LOUIS, MO 63121**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**EXPRESS SCRIPTS INC [ESRX]**

3. Date of Earliest Transaction (Month/Day/Year)  
**03/02/2009**

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)  
**Chairman, President & CEO**

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 Ownership (Instr. 4)
				(A) or (D) Price			
			Code V	Amount (D)	Price (1)		
Common Stock	03/02/2009		A	37,767 A	\$ 0 (1) 204,888	D	

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

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SEC 1474 (9-02)

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

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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. Title of Issuer
Non-Qualified Stock Option (Right-to-Buy)	\$ 45.74	03/02/2009		A	197,478	<u>(2)</u> 03/02/2016	Express Scripts, Inc. Common Stock	

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAZ GEORGE C/O EXPRESS SCRIPTS, INC. ONE EXPRESS WAY ST. LOUIS, MO 63121	X		Chairman, President & CEO	

### Signatures

George Paz 03/04/2009  
 \*\*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) Grant of Restricted Stock Units pursuant to Express Scripts, Inc. 2000 Long-Term Incentive Plan. Restrictions lapse in three (3) equal installments on February 28, 2010, February 28, 2011, and February 28, 2012.
- (2) Options vest in three (3) equal installments on the first three (3) anniversaries of the grant date.
- (3) Employee stock option granted pursuant to Express Scripts, Inc. 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. re Manager, L.L.C. - 4.6% HMC Investors, L.L.C. - 4.6% Harbinger Capital Partners Special Situations Fund, L.P. - 4.4% Harbinger Capital Partners Special Situations GP, LLC - 4.4% HMC - New York, Inc. - 4.4% Harbert Management Corporation - 4.4% Philip Falcone - 9.0% Raymond J. Harbert - 9.0% Michael D. Luce - 9.0% ----- (c) Number of shares as to which the person has: (i) Sole power to vote or to direct the vote: Harbinger Capital Partners Master Fund I, Ltd. - 0 Harbinger Capital Partners Offshore Manager, L.L.C. - 0 HMC Investors, L.L.C. - 0 Harbinger Capital Partners Special Situations Fund, L.P. - 0 Harbinger Capital Partners Special Situations GP, LLC - 0 HMC - New York, Inc. - 0 Harbert Management Corporation - 0 Philip Falcone - 0 Raymond J. Harbert - 0 Michael D. Luce - 0 (ii) Shared power to vote or to direct the vote: Harbinger Capital Partners Master Fund I, Ltd. - 3,291,081 Harbinger Capital Partners Offshore Manager, L.L.C. - 3,291,081 HMC Investors, L.L.C. - 3,291,081 Harbinger Capital Partners Special

Situations Fund, L.P. - 3,150,969 Harbinger Capital Partners Special Situations GP, LLC - 3,150,969 HMC - New York, Inc. - 3,150,969 Harbert Management Corporation - 3,150,969 Philip Falcone - 6,442,050 Raymond J. Harbert - 6,442,050 Michael D. Luce - 6,442,050 (iii) Sole power to dispose or to direct the disposition of: Harbinger Capital Partners Master Fund I, Ltd. - 0 Harbinger Capital Partners Offshore Manager, L.L.C. - 0 HMC Investors, L.L.C. - 0 Harbinger Capital Partners Special Situations Fund, L.P. - 0 Harbinger Capital Partners Special Situations GP, LLC - 0 HMC - New York, Inc. - 0 Harbert Management Corporation - 0 Philip Falcone - 0 Raymond J. Harbert - 0 Michael D. Luce - 0 (iv) Shared power to dispose or to direct the disposition of: Harbinger Capital Partners Master Fund I, Ltd. - 3,291,081 Harbinger Capital Partners Offshore Manager, L.L.C. - 3,291,081 HMC Investors, L.L.C. - 3,291,081 Harbinger Capital Partners Special Situations Fund, L.P. - 3,150,969 Harbinger Capital Partners Special Situations GP, LLC - 3,150,969 HMC - New York, Inc. - 3,150,969 Harbert Management Corporation - 3,150,969 Philip Falcone - 6,442,050 Raymond J. Harbert - 6,442,050 Michael D. Luce - 6,442,050 Item 5. Ownership of Five Percent or Less of a Class. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following . N/A

----- Item 6. Ownership of More Than Five Percent on Behalf of Another Person. If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required. N/A

----- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person. If a parent holding company or Control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary. N/A

----- Item 8. Identification and Classification of Members of the Group. If a group has filed this schedule pursuant to s.240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to s.240.13d-1(c) or s.240.13d-1(d), attach an exhibit stating the identity of each member of the group. N/A

----- Item 9. Notice of Dissolution of Group. Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5. N/A

----- Item 10. Certification. (b) The following certification shall be included if the statement is filed pursuant to Rule 13d-1(c): By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect. After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. Harbinger Capital Partners Master Fund I, Ltd. By: Harbinger Capital Partners Offshore Manager, L.L.C. By: HMC Investors, L.L.C., Managing Member By: /s/ Joel B. Piassick ----- Harbinger Capital Partners Offshore Manager, L.L.C. By: HMC Investors, L.L.C., Managing Member By: /s/ Joel B. Piassick ----- HMC Investors, L.L.C. By: /s/ Joel B. Piassick ----- Harbinger Capital Partners Special Situations Fund, L.P. By: Harbinger Capital Partners Special Situations GP, LLC By: HMC - New York, Inc., Managing Member By: /s/ Joel B. Piassick ----- Harbinger Capital Partners Special Situations GP, LLC By: HMC - New York, Inc., Managing Member By: /s/ Joel B. Piassick ----- HMC - New York, Inc. By: /s/ Joel B. Piassick ----- Harbert Management Corporation By: /s/ Joel B. Piassick ----- /s/ Philip Falcone ----- Philip Falcone /s/ Raymond J. Harbert ----- Raymond J. Harbert /s/ Michael D. Luce ----- Michael D. Luce

January 26, 2009 Exhibit A AGREEMENT The undersigned agree that this Schedule 13G, Amendment No. 3, dated January 26, 2009 relating to the Common Stock of Navistar International Corporation shall be filed on behalf of the undersigned. Harbinger Capital Partners Master Fund I, Ltd. By: Harbinger Capital Partners

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Offshore Manager, L.L.C. By: HMC Investors, L.L.C., Managing Member By: /s/ Joel B. Piassick  
----- Harbinger Capital Partners Offshore Manager, L.L.C. By: HMC Investors, L.L.C., Managing  
Member By: /s/ Joel B. Piassick ----- HMC Investors, L.L.C. By: /s/ Joel B. Piassick  
----- Harbinger Capital Partners Special Situations Fund, L.P. By: Harbinger Capital Partners  
Special Situations GP, LLC By: HMC - New York, Inc., Managing Member By: /s/ Joel B. Piassick  
----- Harbinger Capital Partners Special Situations GP, LLC By: HMC - New York, Inc.,  
Managing Member By: /s/ Joel B. Piassick ----- HMC - New York, Inc. By: /s/ Joel B. Piassick  
----- Harbert Management Corporation By: /s/ Joel B. Piassick ----- /s/ Philip  
Falcone ----- Philip Falcone /s/ Raymond J. Harbert ----- Raymond J. Harbert  
/s/ Michael D. Luce ----- Michael D. Luce January 26, 2009 SK 03773 0003 958273