

Express Scripts Holding Co.

Form 3

February 10, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 *

Â Wimberly Gary

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/01/2014

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Sr. VP & Ch. Information Off.

C/O EXPRESS SCRIPTS
HOLDING COMPANY,Â ONE
EXPRESS WAY

(Street)

ST. LOUIS,Â MOÂ 63121

(City)

(State)

(Zip)

1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

16,130

D

Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

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	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	7,113	\$ 53.05	D	Â
Non-Qualified Stock Option (Right-to-Buy)	Â <u>(3)</u>	02/27/2019	Express Scripts Holding Company Common Stock	32,712	\$ 53.05	D	Â
Non-Qualified Stock Option (Right-to-Buy)	Â <u>(4)</u>	03/02/2018	Express Scripts Holding Company Common Stock	24,558	\$ 56.5	D	Â
Non-Qualified Stock Option (Right-to-Buy)	Â <u>(5)</u>	03/03/2017	Express Scripts Holding Company Common Stock	26,468	\$ 49.495	D	Â
Non-Qualified Stock Option (Right-to-Buy)	Â <u>(6)</u>	02/26/2015	Express Scripts Holding Company Common Stock	8,068	\$ 31.92	D	Â
Phantom Stock Unit <u>(7)</u>	Â <u>(7)</u>	Â <u>(7)</u>	Express Scripts Holding Company Common Stock	1,050.1888	\$ <u>(7)</u>	D	Â
Phantom Stock Unit <u>(8)</u>	Â <u>(8)</u>	Â <u>(8)</u>		309.162	\$ <u>(8)</u>	D	Â

Express
Scripts
Holding
Company
Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wimberly Gary C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121	Â	Â	Â Sr. VP & Ch. Information Off.	Â

Signatures

/s/ Gary M. Wimberly 02/07/2014

**Signature of
Reporting Person

Date

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 February 28, 2013.
 - (6) Grant of stock options pursuant to the Express Scripts, Inc. 2000 Long-Term Incentive Plan. All shares vested on February 26, 2011.
 - (7) 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.
 - (8) Phantom Stock Units credited under the Company's Executive Deferred Compensation Plan by the participant. All participant credits are immediately vested. Upon distribution each Phantom Stock Unit converts to one share of the Company's Common Stock. The reporting person may transfer the investments from the phantom stock account relating to participant credits into an alternative investment account.

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Remarks:

Attached Ex-24 - Power of Attorney

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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