Edgar Filing: Express Scripts Holding Co. - Form 4

Express Scripts H Form 4	olding Co.									
February 10, 2015	5									
FORM 4	UNITED	статро	SECU	DITIES			COMMESION	т	PPROVAL	
Washington, D.C. 20549								N OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act 30(h) of the Investment Company Act of 1							nge Act of 1934, of 1935 or Sectio	Estimated burden hou response	urs per	
<i>See</i> Instruction 1(b).		50(11)	or the h	ii vestillelle	. compu		210			
(Print or Type Respon	ises)									
1. Name and Address Wade Sara E	2. Issuer Name and Ticker or Trading Symbol Express Scripts Holding Co. [ESR2				5. Relationship of Reporting Person(s) to Issuer					
(Last) (l	First) (1	Middle)	•	•	e	eck all applicable)				
C/O EXPRESS S HOLDING COM EXPRESS WAY	3. Date of Earliest Transaction (Month/Day/Year) 02/06/2015				Director 10% Owner X Officer (give title Other (specify below) below) Sr. VP, Ch. Human Res. Off.					
				Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 		
	State)	(Zip)				~	Person			
	,						cquired, Disposed		-	
	nsaction Date h/Day/Year)		Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report on	a separate line	e for each cl	ass of sec	urities benet	ficially own	ned directly of	or indirectly.			
					inforn requir	nation cont red to respo lys a curre	pond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab					posed of, or convertible s	Beneficially Owned securities)	1		

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorDerivative	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	3)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		equired (A) or sposed of (D)		(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Unit <u>(1)</u>	\$ 0 <u>(2)</u>	02/06/2015		A		195.0817		<u>(3)</u>	<u>(3)</u>	Express Scripts Holding Company Common Stock	195.0817

Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
Wade Sara E C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121			Sr. VP, Ch. Human Res. Off.					
Signatures								
/s/ Martin P. Akins, as Attorney-in-Fact for Sara E. Wade		02/10/201	5					
**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) Phantom Stock Unit credited under the Company's Executive Deferred Compensation Plan.
- (2) Upon distribution each Phantom Stock Unit converts to one share of the Company's Common Stock.
- (3) Basic Company Credit by Express Scripts Holding Company to Participant's Account in the Executive Deferred Compensation Plan; shares vest 3 (three) years after the plan year to which such credit relates.

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.