Edgar Filing: Express Scripts Holding Co. - Form 4

Express Scripts Holding Co. Form 4 February 26, 2015 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Stettin Glen D. Issuer Symbol Express Scripts Holding Co. [ESRX] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify _X__Officer (give title C/O EXPRESS SCRIPTS 02/24/2015 below) below) HOLDING COMPANY. ONE Sr. VP, Clin. Res. & New Sol. EXPRESS WAY (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ST. LOUIS, MO 63121 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transactionor Disposed of (D) Securities Ownership Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) Following or Indirect (Instr. 4) Reported (\mathbf{I}) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V (D) Price Amount \$ 87.62 Common F 02/24/2015 3.028 D D 16,829.331 Stock (1) Common 02/24/2015 $M^{(2)}$ 21,739 \$47.61 38,568.331 D А Stock \$ Common 02/24/2015 S 4,200 D 86.684 34,368.331 D Stock (3) \$ Common 02/24/2015 S 87.545 11,039 D 23,329.331 D Stock (4)

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Common Stock	02/24/2015	S	6,500	D	\$ 88.352 (5)	16,829.331	D
Common Stock	02/25/2015	S <u>(6)</u>	5,864	D	\$ 87.31	10,965.331	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.

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share
Non-Qualified Stock Option (Right-to-Buy)	\$ 47.61	02/24/2015		М	21,739	<u>(7)</u>	(7)	Express Scripts Holding Company Common Stock	21,73

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Stettin Glen D. C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121			Sr. VP, Clin. Res. & New Sol.			
Signatures						
/s/ Martin P. Akins, as Attorney-in-Fact for Glen D. Stettin	02/26	/2015				

**Signature of Reporting Person

Date

Explanation of Responses:

shares sold at each separate price.

(4)

- * 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) Represents shares tendered to Company to cover Reporting Person's tax liability due upon vesting of restricted stock units previously awarded under long-term incentive plans.
- (2) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

(3) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$86.11 to \$87.05, inclusive. The Reporting Person undertakes to provide to Express Scripts Holding Company, any security holder of Express Scripts Holding Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.14 to \$88.11, inclusive. The Reporting Person undertakes to provide to Express Scripts Holding Company, any security holder of Express Scripts Holding Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$88.14 to \$88.78, inclusive. The Penetring Person undertakes to provide to Express Scripts Holding Company, any security holder of Express Scripts.

- (5) inclusive. The Reporting Person undertakes to provide to Express Scripts Holding Company, any security holder of Express Scripts Holding Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- (6) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (7) Grant of stock options pursuant to the Medco Health Solutions, Inc. Amended and Restated Stock Incentive Plan. Vested in three (3) equal installments on February 24, 2013, February 24, 2014, and February 24, 2015.

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.