

Express Scripts Holding Co.
Form 4
March 07, 2014

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 *
Ebling Keith J.

(Last) (First) (Middle)

C/O EXPRESS SCRIPTS
HOLDING COMPANY, ONE
EXPRESS WAY

(Street)

ST. LOUIS, MO 63121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Express Scripts Holding Co. [ESRX]

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

03/05/2014

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)
Exec. VP and Gen. Counsel

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/05/2014 | | A | | 11,985 | A | \$ 0 ⁽¹⁾ |
| Common Stock | 03/05/2014 | | F | | 5,747 ⁽²⁾ | D | \$ 77.15 |
| Common Stock | 03/05/2014 | | A | | 11,665 | A | \$ 0 ⁽³⁾ |
| Common Stock | 03/05/2014 | | M | | 3,250 | A | \$ 31.92 |
| Common Stock | 03/05/2014 | | M | | 11,226 | A | \$ 31.92 |

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| | | | | | | | | | |
|--------------|------------|--|---|---------|---|---------------------|---------|---|-----------------------------|
| Common Stock | 03/05/2014 | | M | 22,504 | A | \$ 22.87 | 95,359 | D | |
| Common Stock | 03/05/2014 | | M | 102,882 | A | \$ 22.87 | 198,241 | D | |
| Common Stock | 03/05/2014 | | S | 169,781 | D | \$ 77.029 (4) | 28,460 | D | |
| Common Stock | 03/06/2014 | | M | 36,809 | A | \$ 49.495 | 65,269 | D | |
| Common Stock | 03/06/2014 | | S | 36,809 | D | \$ 78.501 (5) | 28,460 | D | |
| Common Stock | 03/05/2014 | | S | 23,638 | D | \$ 77 | 0 | I | By Spouse Trust #1 |
| Common Stock | 03/05/2014 | | S | 27,478 | D | \$ 77 | 35,222 | I | By Spouse Trust #2 |
| Common Stock | 03/07/2014 | | S | 5,640 | D | \$ 78.566 (6) | 29,582 | I | By Spouse Trust #2 |
| Common Stock | 03/07/2014 | | S | 21,702 | D | \$ 77 | 43,636 | I | By Reporting Person's Trust |
| Common Stock | 03/07/2014 | | S | 10,319 | D | \$ 78.594 (7) | 33,317 | I | By Reporting Person's Trust |

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.

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(9-02)

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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title |
| | \$ 31.92 | 03/05/2014 | | M | 3,250 | (8) 02/26/2015 | |

| | | | | | | | | |
|---|-----------|------------|---|--------|---------|-------------|------------|--|
| Non-Qualified Stock Option (Right-to-Buy) | | | | | | | | Express Scripts Holding Company Common Stock |
| Non-Qualified Stock Option (Right-to-Buy) | \$ 31.92 | 03/05/2014 | M | | 11,226 | <u>(9)</u> | 02/26/2015 | Express Scripts Holding Company Common Stock |
| Non-Qualified Stock Option (Right-to-Buy) | \$ 22.87 | 03/05/2014 | M | | 22,504 | <u>(10)</u> | 03/02/2016 | Express Scripts Holding Company Common Stock |
| Non-Qualified Stock Option (Right-to-Buy) | \$ 22.87 | 03/05/2014 | M | | 102,882 | <u>(11)</u> | 03/02/2016 | Express Scripts Holding Company Common Stock |
| Non-Qualified Stock Option (Right-to-Buy) | \$ 77.15 | 03/05/2014 | A | 49,838 | | <u>(12)</u> | 03/05/2021 | Express Scripts Holding Company Common Stock |
| Non-Qualified Stock Option (Right-to-Buy) | \$ 49.495 | 03/06/2014 | M | | 36,809 | <u>(13)</u> | 03/03/2017 | Express Scripts Holding Company Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ebling Keith J. C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121 | | | Exec. VP and Gen. Counsel | |

Signatures

/s/ Keith J.
Ebling

03/07/2014

**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) Vesting of performance shares granted under Express Scripts, Inc. 2000 Long-Term Incentive Plan.
- (2) Represents shares tendered to Company to cover Reporting Person's tax liability due upon vesting of performance shares.
- (3) Grant of restricted stock units pursuant to Express Scripts, Inc. 2011 Long-Term Incentive Plan. Awards vest in three equal installments on February 28, 2015, February 28, 2016 and February 28, 2017.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$77.00 to \$77.087, 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.
- (4) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$78.50 to \$78.51, 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.
- (5) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$78.55 to \$78.585, 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 price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$78.51 to \$78.71, 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.
- (7) Grant of stock option pursuant to Express Scripts, Inc. 2000 Long-Term Incentive Plan. Vested in three equal installments on February 26, 2009, February 26, 2010, and February 26, 2011.
- (8) Grant of stock option pursuant to Express Scripts, Inc. 2000 Long-Term Incentive Plan. Vested in three equal installments on February 26, 2009, February 26, 2010, and February 26, 2011.
- (9) Grant of stock option pursuant to Express Scripts, Inc. 2000 Long-Term Incentive Plan. Vested in three equal installments on December 9, 2009, December 9, 2010, and December 9, 2011.
- (10) Grant of stock option pursuant to Express Scripts, Inc. 2000 Long-Term Incentive Plan. Vested in three equal installments on March 2, 2010, March 2, 2011, and March 2, 2012.
- (11) Grant of stock option pursuant to Express Scripts, Inc. 2011 Long-Term Incentive Plan. Vests in three equal installments on February 28, 2015, February 28, 2016, and February 28, 2017.
- (12) Grant of stock option pursuant to Express Scripts, Inc. 2000 Long-Term Incentive Plan. Vested in three equal installments on February 28, 2011, February 28, 2012, and February 28, 2013.

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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