

Queller David A
 Form 4
 December 21, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Queller David A

(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)

12/20/2018

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)
 Sr. VP, Sales and Account Mgmt

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 | |
| Common Stock | 12/20/2018 | | D | (1) | 52,799 | D | D |
| | | | | | \$ 0 | 0 | |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (Right to Buy) | \$ 74.65 | 12/20/2018 | | D | 29,599 | <u>(2)</u> | 09/09/2021 | Express Scripts Holding Company Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 84.83 | 12/20/2018 | | D | 32,334 | <u>(2)</u> | 03/04/2025 | Express Scripts Holding Company Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 69.57 | 12/20/2018 | | D | 53,609 | <u>(2)</u> | 03/09/2026 | Express Scripts Holding Company Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 67.62 | 12/20/2018 | | D | 51,980 | <u>(2)</u> | 03/08/2027 | Express Scripts Holding Company Common Stock |
| Phantom Stock Units ⁽⁴⁾ | \$ 0 ⁽⁵⁾ | 12/20/2018 | | D ⁽⁶⁾ | 729.0199 | <u>(7)</u> | <u>(7)</u> | Express Scripts Holding Company Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Queller David A C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY | | | Sr. VP, Sales and Account Mgmt | |

ST. LOUIS, MO 63121

Signatures

/s/ Nick H. Varsam, as Attorney-in-Fact for David A.
Queller

12/21/2018

__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).
Pursuant to the agreement and plan of merger ("Merger Agreement") between the Issuer and Cigna Corporation, Halfmoon Parent, Inc., Halfmoon I, Inc. and Halfmoon II, Inc., upon closing of the merger of Halfmoon II, Inc. with and into the Issuer (the "Merger"), each
(1) common share of the Issuer was converted into the right to receive 0.2434 shares of Halfmoon Parent, Inc. common stock and \$48.75 in cash. Each restricted stock unit was converted into a unit with respect to common stock of Halfmoon Parent, Inc. in accordance with the exchange ratio set forth in the Merger Agreement.
(2) The options vest on varying dates pursuant to the terms of the plans and/or agreements under which they were granted.
(3) Pursuant to the Merger Agreement, upon closing of the Merger, the option was converted into an option to purchase common shares of Halfmoon Parent, Inc. in accordance with the exchange ratio set forth in the Merger Agreement.
(4) Phantom Stock Unit credited under the Company's Executive Deferred Compensation Plan.
(5) Upon distribution, each phantom stock unit would have converted into one share of the Issuer's common stock.
(6) Pursuant to the Merger Agreement, upon closing of the Merger, each phantom stock unit was converted into a stock unit relating to the common stock of Halfmoon Parent, Inc. in accordance with the exchange ratio set forth in the Merger Agreement.
(7) Basic Company Credit by the Issuer to Reporting Person'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.
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