

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 *             |  | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Â Norton David A                                      |  | (Month/Day/Year)                     | Express Scripts Holding Co. [ESRX]                                     |  |
| (Last)  | (First)  | (Middle)                             | 02/01/2014   |  |
| C/O EXPRESS SCRIPTS HOLDING COMPANY,Â ONE EXPRESS WAY |  |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)  |  |                                      |  | (Check all applicable)                               |
|   |  |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
|   |  |                                      | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
|   |  |                                      | (give title below) (specify below)                                     |  |
|   |  |                                      | Sr. VP, Supply Chain   |  |
| ST. LOUIS,Â MOÂ 63121                                 | 6. Individual or Joint/Group Filing(Check Applicable Line) |                                      |  |  |
| (City)  | (State)  | (Zip)                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   |  |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 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                    | 5,454   | D  | Â   |
| Common Stock                    | 4,436   | I  | By Spouse's Trust                                     |

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

SEC 1473 (7-02)

**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 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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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|   | Date Exercisable | Expiration Date | (Instr. 4)<br>Title                          | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) | (Instr. 5) |
|---|------------------|-----------------|--|----------------------------|------------------------------|---|------------|
| Non-Qualified Stock Option (Right-to-Buy) | Â <u>(1)</u>     | 03/06/2020      | Express Scripts Holding Company Common Stock | 8,753                      | \$ 58.17                     | D   | Â          |
| Non-Qualified Stock Option (Right-to-Buy) | Â <u>(2)</u>     | 02/27/2019      | Express Scripts Holding Company Common Stock | 10,549                     | \$ 53.05                     | D   | Â          |
| Non-Qualified Stock Option (Right-to-Buy) | Â <u>(3)</u>     | 11/17/2018      | Express Scripts Holding Company Common Stock | 18,232                     | \$ 43.77                     | D   | Â          |
| Non-Qualified Stock Option (Right-to-Buy) | Â <u>(4)</u>     | 03/02/2018      | Express Scripts Holding Company Common Stock | 8,420                      | \$ 56.5                      | D   | Â          |
| Non-Qualified Stock Option (Right-to-Buy) | Â <u>(5)</u>     | 03/03/2017      | Express Scripts Holding Company Common Stock | 7,000                      | \$ 49.495                    | D   | Â          |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| Norton David A<br>C/O EXPRESS SCRIPTS HOLDING COMPANY<br>ONE EXPRESS WAY<br>ST. LOUIS, MO 63121 | Â             | Â         | Â Sr. VP,<br>Supply Chain | Â     |

## Signatures

/s/ David A.  
Norton

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 in three (3) equal installments on February 28, 2013, February 28, 2014, and February 28, 2015.
- (3) Grant of stock options pursuant to the Express Scripts, Inc. 2011 Long-Term Incentive Plan. Vested on November 17, 2013.
- (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.

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### Remarks:

Attached Exh. 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. 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.