

Express Scripts Holding Co.

Form 3

October 13, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Â Anderson Phyllis S.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/01/2015

3. Issuer Name **and** Ticker or Trading Symbol
Express Scripts Holding Co. [ESRX]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)C/O EXPRESS SCRIPTS
HOLDING COMPANY,Â ONE
EXPRESS WAY

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Sr. VP & Ch. Marketing Officer

ST. LOUIS,Â MOÂ 63121

(City)

(State)

(Zip)

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 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

2,427

D

Â

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
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (Right-to-Buy)	Â (1)	03/05/2021	Express Scripts Holding Company Common Stock	4,264	\$ 77.15	D	Â
Non-Qualified Stock Option (Right-to-Buy)	Â (2)	03/04/2025	Express Scripts Holding Company Common Stock	6,722	\$ 84.83	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Anderson Phyllis S. C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS,Â MOÂ 63121	Â	Â	Â Sr. VP & Ch. Marketing Officer	Â

Signatures

/s/ Phyllis S.
Anderson 10/13/2015

__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 two (2) equal installments on February 28, 2016 and February 28, 2017.
- (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, 2016, February 28, 2017, and February 28, 2018.

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Remarks:

EXHIBITÂ LISTÂ -Â ExhibitÂ 24Â -Â PowerÂ ofÂ AttorneyÂ forÂ PhyllisÂ S.Â Anderson

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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