## Edgar Filing: Express Scripts Holding Co. - Form 4

Express Scri Form 4 May 08, 201	pts Holding Co. 5										
FORM	1 /								PPROVAL		
	UNITED	Washing				IES AND EXCHANGE COMMISS agton, D.C. 20549			3235-0287		
Check th if no lon subject t Section	states <b>STATEN</b>	IENT OF CHAN		GES IN BENEFICIAL OWNI SECURITIES				Expires: Estimated a burden hou	•		
Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	r Filed pur <sup>ns</sup> Section 17(	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					response	•			
(Print or Type I	Responses)										
DeLaney William J III Symbol			. Issuer Name <b>and</b> Ticker or Trading mbol spress Scripts Holding Co. [ESRX]				5. Relationship of Reporting Person(s) to Issuer				
(Least)	(First)	-	•	C C	. [L	JULI	(Chec	ck all applicable	e)		
	ESS SCRIPTS COMPANY, ON	(Month/E 05/06/2	-	ansaction			X Director Officer (give below)		6 Owner er (specify		
	(Street)	. , ,			endment, Date Original nth/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line)			
ST. LOUIS,	MO 63121						_X_ Form filed by 0 Form filed by N Person	One Reporting Po More than One Ro			
(City)	(State)	(Zip) Tab	le I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
		action Date 2A. Deemed 'Day/Year) Execution Date, if any (Month/Day/Year)		3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)			SecuritiesHBeneficially(OwnedI	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Common Stock	05/06/2015		А	1,189	А	\$ 0 (1)	6,392	D			
D . I D		6 I I 6			1 1						

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 prof 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numt of Share
Non-Qualified Stock Option (Right-to-Buy)	\$ 84.08	05/06/2015		А	5,604	(2)	05/06/2025	Express Scripts Holding Company Common Stock	5,60

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DeLaney William J III C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121	Х					
Signatures						
/s/ Martin P. Akins, as Attorney-in-Fact for William DeLaney	J. 05/08/2015					
<u>**</u> 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) Grant of restricted stock units pursuant to Express Scripts 2011 Long-Term Incentive Plan. Awards vest in three equal installments on May 1, 2016, May 1, 2017, and May 1, 2018.
- (2) Grant of stock option pursuant to Express Scripts 2011 Long-Term Incentive Plan. Vests in three equal installments on May 1, 2016, May 1, 2017, and May 1, 2018.

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.