

POTTER MYRTLE S

Form 4

April 04, 2012

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**POTTER MYRTLE S**

(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)  
**04/02/2012**

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)

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	04/02/2012		A <sup>(1)</sup>		6,871.674	A	<u>11</u> 6,871.674

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  
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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (Right-to-Buy)	\$ 36.5	04/02/2012		A <sup>(1)</sup>		538		12/11/2008	12/10/2017	Express Scripts Holding Company Common Stock	
Non-Qualified Stock Option (Right-to-Buy)	\$ 34.79	04/02/2012		A <sup>(1)</sup>		10,644		05/22/2009	05/21/2018	Express Scripts Holding Company Common Stock	10
Non-Qualified Stock Option (Right-to-Buy)	\$ 32.94	04/02/2012		A <sup>(1)</sup>		11,587		05/21/2010	05/20/2019	Express Scripts Holding Company Common Stock	1
Non-Qualified Stock Option (Right-to-Buy)	\$ 43.66	04/02/2012		A <sup>(1)</sup>		9,835		05/12/2011	05/12/2020	Express Scripts Holding Company Common Stock	9
Non-Qualified Stock Option (Right-to-Buy)	\$ 47.07	04/02/2012		A <sup>(1)</sup>		8,892		05/24/2012	05/24/2021	Express Scripts Holding Company Common Stock	8

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

POTTER MYRTLE S  
C/O EXPRESS SCRIPTS HOLDING COMPANY  
ONE EXPRESS WAY  
ST. LOUIS, MO 63121

## Signatures

/s/ Martin P. Akins, Attorney-in-Fact for Myrtle S.  
Potter

04/02/2012

\_\_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).

Common stock and derivative securities of the Issuer were acquired pursuant to the Agreement and Plan of Merger, dated as of July 20, 2011, as amended on November 7, 2011, by and among Express Scripts, Inc., Medco Health Solutions, Inc. ("Medco"), the Issuer, Aristotle Merger Sub, Inc., and Plato Merger Sub, Inc. (the "Merger Agreement"). Upon closing of the transactions contemplated by the

- (1) Merger Agreement, Medco became a wholly owned subsidiary of the Issuer, and each share of common stock of Medco was converted into 0.81 shares of Issuer's common stock and the right to receive a cash payment. Each restricted stock unit and stock option of Medco was converted by multiplying the number of Medco shares previously covered by the option or restricted stock unit by 1.347387 and dividing the prior exercise price of the stock option by 1.347387.

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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