Express Scripts Holding Co. Form 4

March 01, 2016

## FORM 4

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

**OMB** Number:

Check this box if no longer subject to Section 16.

obligations

may continue.

See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or Form 5

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Neville Everett Issuer Symbol Express Scripts Holding Co. [ESRX] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X\_ Officer (give title C/O EXPRESS SCRIPTS 02/28/2016 below) HOLDING COMPANY, ONE Senior VP, Supply Chain **EXPRESS WAY** 

2. Issuer Name and Ticker or Trading

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

Estimated average

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Expires:

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January 31,

2005

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\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

ST. LOUIS, MO 63121

(State)

(Zip)

(City)

(City)	(State)	Table	l - Non-D	erivative (	Secur	ities Acqu	uired, Disposed of	f, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transactio Code	4. Securit n(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)	(,	(A)	-,	Owned Following Reported Transaction(s)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	02/28/2016		F	2,871 (1)	D	\$ 71.33	11,126	D	
Common Stock	02/29/2016		S	4,323	D	\$ 71	6,803	D	

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

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

De Se	Title of crivative curity str. 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. Transacti Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		3 (
					Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
St	nantom ock nit (2)	\$ 0 <sup>(3)</sup>	02/29/2016		A	76.9962		<u>(4)</u>	<u>(4)</u>	Express Scripts Holding Company Common Stock	76.9962	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Neville Everett C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121			Senior VP, Supply Chain			
Signatures						
/s/ Martin P. Akins, as Attorney-in-Fact for Everett Neville	03	3/01/2016				

\*\*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) Represents shares tendered to Company to cover Reporting Person's tax liability due upon vesting of restricted stock units previously awarded under long-term incentive plans.
- (2) Phantom Stock Unit credited under the Company's Executive Deferred Compensation Plan.
- (3) Upon distribution each Phantom Stock Unit converts to one share of the Company's Common Stock.
- (4) Basic Company Credit by Express Scripts Holding Company to Participant'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. 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.

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