Edgar Filing: Express Scripts Holding Co. - Form 4

Express Scri Form 4 March 01, 20	pts Holding Co.)16											
FORM												
-	UNITED STAT	Washington, D.C. 20549										
Check th if no long subject to Section 1 Form 4 o Form 5 obligation	6. r Filed pursuant t	OF CHANGES IN BENEFICIAL OW SECURITIES o Section 16(a) of the Securities Exchang the Public Utility Holding Company Act of	Estimated average burden hours per response 0.5 e Act of 1934,									
<i>See</i> Instruction 1(b). 30(h) of the Investment Company Act of 1940												
(Print or Type Responses)												
1. Name and A Wade Sara I	ddress of Reporting Person	Symbol	5. Relationship of Reporting Person(s) to Issuer									
		Express Scripts Holding Co. [ESRX]	(Check all applicable)									
	(First) (Middle) ESS SCRIPTS COMPANY, ONE WAY	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2016	Director 10% Owner Officer (give title Other (specify below) below) Sr. VP, Ch. Human Res. Off.									
	(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person									
ST. LOUIS, MO 63121 Form filed by More than One Reporting Person Form filed by More than One Reporting Person												
(City)	(State) (Zip)	Table I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date 2A. D (Month/Day/Year) Exect any (Mon	······	5. Amount of Securities6. Ownership Form: Direct7. Nature of IndirectBeneficially Owned(D) or Indirect (I)Beneficial OwnershipFollowing Following Transaction(s) (Instr. 3 and 4)(Instr. 4)									
Common Stock	02/28/2016	$F = \frac{2,836}{(1)} D = \frac{1}{71.33}$	25,763.161 D									

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)

or Exercise any		Execution Date, any	Code	•	Securities		Expiration D	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)				
			Code	e V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
\$ 0 <u>(3)</u>	02/29/2016		А		206.747	7	(4)	<u>(4)</u>	Express Scripts Holding Company Common Stock	206.7477			
Reporting Owners													
Reporting O	wner Name / Addre	SS	Director	10	% Owner		-		Other				
RESS WAY	Y	COMPANY				Sr. V	'P, Ch. Hun	nan Res. O	ff.				
tures													
P. Akins, a	s Attorney-in-Fac	t for Sara E.		C)3/01/2016	5							
<u>**</u> Signatu	re of Reporting Person				Date								
Explanation of Responses:													
* If the form is filed by more than one reporting person, <i>see</i> 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).													
	Conversion or Exercise Price of Derivative Security \$ 0 (3) ting O Reporting O Reporting O RESS SCRI RESS SCRI RESS WAY S, MO 6312 tures P. Akins, a "*Signatu hation orm is filed by	2. 3. Transaction Date (Month/Day/Year) or Exercise Price of Derivative Security \$ 0 (3) 02/29/2016 ting Owners ting Owners Reporting Owner Name / Addre E ESS SCRIPTS HOLDING O RESS WAY S, MO 63121 tures P. Akins, as Attorney-in-Fac **Signature of Reporting Person Cation of Respon orm is filed by more than one report	2. 3. Transaction Date 3A. Deemed Execution Date, any (Month/Day/Year) execution Date, any (Month/Day/Year)	2. 3. Transaction Date 3A. Deemed 4. Conversion (Month/Day/Year) Execution Date, if any Code Price of (Month/Day/Year) (Inst Derivative Security Code \$ 0 (3) 02/29/2016 A ting OwnerS Reporting Owner Name / Address Director E ESS SCRIPTS HOLDING COMPANY RESS WAY S, MO 63121 tureS P. Akins, as Attorney-in-Fact for Sara E. "Signature of Reporting Person Tation of Responses: run is filed by more than one reporting person, <i>see</i> Instruction	2. 3. Transaction Date 3A. Deemed 4. Transaction or Exercise Price of (Month/Day/Year) Execution Date, if Transaction or Exercise (Month/Day/Year) (Instr. 8) Derivative Security Code V \$0 (3) 02/29/2016 A ting Owners Reporting Owner Name / Address Reporting Owner Name / Address Director 10 E EESS SCRIPTS HOLDING COMPANY RESS WAY S, MO 63121 tures P. Akins, as Attorney-in-Fact for Sara E. **Signature of Reporting Person Code Security Code Code Code Code Code Code Code Code	2. 3. Transaction Date 3A. Deemed Execution Date, if any Conversion of Exercise Price of Conversion (Month/Day/Year) Execution Date, if any Code Securities (Month/Day/Year) (Instr. 8) Acquired (Disposed of (Instr. 3, 4, 5)) Code V (A) \$ 0 (3) 02/29/2016 A 206.747' (A) (Instr. 8) Acquired (Instr. 3, 4, 5) Code V (A) (A) (Instr. 8) Acquired (Instr. 3, 4, 5) Code V (A) (A) (Instr. 8) Acquired (Instr. 4) Acquired (Instr. 4) Acquired (Instr. 4) (Instr. 4) Acquired (Instr. 4) (Instr	2. 3. Transaction Date 3A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Acquired (A) or Derivative Security (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) \$ 0 (3) 02/29/2016 A 206.7477 ting Owners Reporting Owner Name / Address Reporting Owner Name / Address Reporting Owner Name / Address Relation 10% Owner Officer B ESS SCRIPTS HOLDING COMPANY RESS WAY S, MO 63121 turess P. Akins, as Attorney-in-Fact for Sara E. 03/01/2016 Signature of Reporting Person Date nation of Responses: rm is filed by more than one reporting person, <i>see</i> Instruction 4(b)(v).	2. 3. Transaction Date 3A. Deemed Execution Date, if TransactiotDerivative God Securities (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable Code V (A) (D) Exercisable Exercisable Exercisable Code V (A) (D) Exercisable Exerci	2. (Month/Day/Year) 3. Transaction Date 3A. Deemed 4. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Code V (A) (D) Exercisable Date Date (Month/Day/Year) (Mont	2. 3. Transaction Date 3A. Deemed (Month/Day/Year) Security 3. Transaction Date 3A. Deemed (Month/Day/Year) Security 3. Transaction Date 3A. Deemed any (Month/Day/Year) Security 3. Transaction Date 3A. Deemed any (Month/Day/Year) 3. Transaction Date 3A. Deemed any (Month/Day/Year) 4. S. Number of Transaction Date 3A. Deemed 3. Deemed 3. Deemed 3. Deemed 4. S. Number of Transaction Date 3A. Deemed 3. De			

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(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.