MCKESSON CORP Form 4

January 03, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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**

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1. Name and Add			me and Tic C orporatio		g Symbol	6. Relationship of Person(s) to Issuer (Check	1 0				
				rting	ntification I g Person, voluntary)	Numbe	Mo	Statement for nth/Day/Year 31/02	X Director 10% Owner Officer (give title below) Other (specify below)		
(Street) San Francisco, CA 94104							Dat	f Amendment, te of Original onth/Day/Year)	Joint/Group Filing ble Line) One Reporting More than One		
(City)	(State)	T	able	I Non-E)erivat	ive Sec	urities Acquired, Dispo	Disposed of, or Beneficially Owned			
1. Title of Security (Instr. 3)	action	2A. Deemed Execution Date,	3. Trans action C (Instr. 8	ode	4. Securitie (A) or Disp (Instr. 3, 4	osed o		5. Amount of Securities Beneficially	6. Owner- ship Form: Direct (D)	7. Nature of Indirect Beneficial	
	(Month/ Day/ Year)	,	Code	V	Amount	(A) or (D)	Price	Owned Following Reported Transactions(s) (Instr. 3 & 4)	or Indirect (I) (Instr. 4)		

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

-	(*·B·, F·····) ······· , ········ , ········· , ······													
1	l. Title of	2. Conver-	3. Trans-	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature		
þ	Derivative	sion or	action	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect		
9	Security	Exercise	Date	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial		
		Price of		Date,	Code	Derivativ	¢ Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership		
(Instr. 3)	Derivative	(Month/	if any		Securities	Year)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)		
		Security	Day/	(Month/	(Instr.	Acquired				Following	ative			
			Year)	Day/	8)	(A) or				Reported	Security:			
				Year)		Disposed				Transaction(s)	Direct			
						of (D)				(Instr. 4)	(D)			
											or			
I														

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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						(Instr 4 & 5					Indirect (I)			
				Code	V	(A)	Exer-cisable	Expira- tion Date		Amount or Number of Shares		(Instr. 4)		
Restricted Stock Units	\$0.00	12/31/02		A		74 (1)	(2)	_	Common Stock			74	D	

Explanation of Responses:

(1) Restricted Stock Units credited to reporting person under the Issuer's 1997 Non-Employee Directors' Equity Compensation and Deferral Plan pursuant to reporting person's irrevocable election for payment of Board meeting fees.

(2) The units are to be distributed as elected following the reporting person's retirement.

By: /s/ <u>Kristina Veaco</u> Attorney-in-Fact January 2, 2003

Date

**Signature of Reporting Person

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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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).