McNamee Patrick Form 4 April 04, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287 January 31,

0.5

Expires:

2005 Estimated average

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading McNamee Patrick 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 04/02/2012 below) HOLDING COMPANY, ONE EVP & Chief Operating Officer **EXPRESS WAY** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ST. LOUIS, MO 63121

(City)	(State) (Z	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acq Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)		of	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	04/02/2012		A(1)	83,987	A	<u>(1)</u>	83,987	D		
Common Stock	04/02/2012		A <u>(1)</u>	34,944	A	<u>(1)</u>	34,944	I	By Spouse Trust	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: McNamee Patrick - Form 4

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying See (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Right	\$ 21.8175	04/02/2012		A(1)	37,616	(2)	02/28/2013	Express Scripts Holding Company Common Stock
Stock Appreciation Right	\$ 19.6625	04/02/2012		A(1)	63,388	<u>(2)</u>	02/22/2014	Express Scripts Holding Company Common Stock
Non-Qualified Stock Option (Right-to-Buy)	\$ 31.92	04/02/2012		A(1)	77,518	(2)	02/26/2015	Express Scripts Holding Company Common Stock
Non-Qualified Stock Option (Right-to-Buy)	\$ 22.87	04/02/2012		A(1)	106,454	(2)	03/02/2016	Express Scripts Holding Company Common Stock
Non-Qualified Stock Option (Right-to-Buy)	\$ 49.495	04/02/2012		A(1)	52,938	(3)	03/03/2017	Express Scripts Holding Company Common Stock
Non-Qualified Stock Option (Right-to-Buy)	\$ 56.5	04/02/2012		A(1)	48,415	<u>(4)</u>	03/02/2018	Express Scripts Holding Company Common Stock
	\$ 53.05	04/02/2012		A(1)	62,153	<u>(5)</u>	02/27/2019	

Edgar Filing: McNamee Patrick - Form 4

Non-Qualified Stock Option (Right-to-Buy)							Express Scripts Holding Company Common Stock
Non-Qualified Stock Option (Right-to-Buy)	\$ 53.05	04/02/2012	A <u>(1)</u>	13,680	<u>(6)</u>	02/27/2019	Express Scripts Holding Company Common Stock
Phantom Stock Unit	\$ 0	04/02/2012	A <u>(1)</u>	2,760.205	<u>(7)</u>	<u>(7)</u>	Express Scripts Holding Company Common Stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

McNamee Patrick C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121

EVP & Chief Operating Officer

Signatures

Patrick 04/02/2012 McNamee

**Signature of Date
Reporting Person

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., the Issuer, Aristotle Merger Sub, Inc., and Plato Merger Sub, Inc. (the "Merger Agreement"). Upon closing of the transactions contemplated by the Merger

- (1) Agreement, Express Scripts, Inc. became a wholly owned subsidiary of the Issuer, and each share of common stock of Express Scripts, Inc. was converted into one share of common stock of the Issuer. Derivative securities relating to the common stock of Express Scripts, Inc. were converted into derivative securities relating to an equal number of shares of common stock of the Issuer with substantially the same terms and conditions (including vesting schedule and exercise price, if applicable).
- (2) Vests in three (3) equal installments of the first three (3) anniversaries of the grant date.
- (3) Vests in three (3) equal installments on February 28, 2011, February 28, 2012, and February 28, 2013.
- (4) Vests in three (3) equal installments on February 28, 2012, February 28, 2013, and February 28, 2014.

Reporting Owners 3

Edgar Filing: McNamee Patrick - Form 4

- (5) Vests in three (3) equal installments on February 28, 2013, February 28, 2014, and February 28, 2015.
- (6) Employee Stock Option, contingent upon consummation of the Medco Merger. Options vest in full on February 28, 2014, provided that the Medco Merger transaction is consummated
- (7) Phantom Stock Units credited under Executive Deferred Compensation Plan. Upon distribution each Phantom Stock Unit converts to one share of Common Stock. Shares vest three (3) 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.