

Mergenthaler Frank
 Form 4
 December 21, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Mergenthaler Frank

(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)

12/20/2018

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/20/2018		D		38,005 <u>(1)</u>	D	

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

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 (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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (Right to Buy)	\$ 52.53	12/20/2018		D	6,870	<u>(2)</u>	05/30/2019	Express Scripts Holding Company Common Stock	6,870
Non-Qualified Stock Option (Right to Buy)	\$ 61.58	12/20/2018		D	5,872	<u>(2)</u>	05/09/2020	Express Scripts Holding Company Common Stock	5,872
Non-Qualified Stock Option (Right to Buy)	\$ 67.05	12/20/2018		D	6,402	<u>(2)</u>	05/07/2021	Express Scripts Holding Company Common Stock	6,402
Non-Qualified Stock Option (Right to Buy)	\$ 84.08	12/20/2018		D	5,604	<u>(2)</u>	05/06/2025	Express Scripts Holding Company Common Stock	5,604
Non-Qualified Stock Option (Right to Buy)	\$ 72.74	12/20/2018		D	7,032	<u>(2)</u>	05/04/2026	Express Scripts Holding Company Common Stock	7,032
Non-Qualified Stock Option (Right to Buy)	\$ 60.66	12/20/2018		D	8,006	<u>(2)</u>	05/11/2027	Express Scripts Holding Company Common Stock	8,006

