

Seeger Lauren  
Form 4  
May 27, 2009

**FORM 4**

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

OMB APPROVAL

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

**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 \*  
Seeger Lauren

(Last) (First) (Middle)  
ONE POST STREET  
(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MCKESSON CORP [MCK]

3. Date of Earliest Transaction (Month/Day/Year)  
05/22/2009

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)  
EVP, Gen. Counsel & Secretary

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/22/2009		M	10,530 A \$ 0	11,597.615 (1)	D	
Common Stock	05/22/2009		F	3,765 (2) D \$ 40.89	7,832.615 (1)	D	
Common Stock	05/26/2009		S	6,765 (3) D \$ 39.9338	1,067.615 (1)	D	

Common Stock

1,308.2609 I

By Profit-Sharing Investment Plan

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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)

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 Underlying (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	
Restricted Stock Units	\$ 0	05/22/2009		M		10,530	(4)	(4)	Common Stock
Restricted Stock Units	\$ 0	05/26/2009		A	40,963		(5)	(5)	Common Stock
Employee Stock Option (Right-to-buy)	\$ 40.46	05/26/2009		A	140,000		(6)	05/26/2016	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Seeger Laureen ONE POST STREET SAN FRANCISCO, CA 94104			EVP, Gen. Counsel & Secretary	

## Signatures

Donna Spinola,  
Attorney-in-fact

05/27/2009

\_\_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) Includes 1,067.615 shares purchased under the issuer's ESPP.
- (2) This transaction represents a withholding of shares to cover taxes due applicable to a vesting of RSUs on 5/22/2009, also reported on this Form 4.
- (3) Sale made pursuant to a previously adopted plan dated 01/29/2009, intended to comply with Rule 10b5-1(c).
- (4) These units vest 50% on 5/22/2009 and 50% on 5/22/2011.

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(5) These units vest 100% on 5/20/2012.

(6) This option granted 5/26/2009 vests 25% per year commencing on the first anniversary of the grant date.

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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