

Express Scripts Holding Co.
Form 4
March 11, 2016

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 *
Paz George

(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)

03/09/2016

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)
Chairman & CEO

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	03/09/2016		G ⁽¹⁾	V 290 D \$ 0 810,146	D		
Common Stock	03/09/2016		G ⁽¹⁾	V 290 A \$ 0 70,027	I		By Spouse Trust
Common Stock	03/09/2016		G ⁽²⁾	V 290 D \$ 0 809,856	D		
Common Stock	03/09/2016		G ⁽²⁾	V 290 A \$ 0 70,350	I		By Reporting Person's Trust

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Common Stock	03/09/2016	A	83,500	A	\$ 0 ⁽³⁾	893,356	D
Common Stock	03/09/2016	F	40,039 ⁽⁴⁾	D	\$ 69.57	853,317	D
Common Stock	03/09/2016	A	49,111	A	\$ 0 ⁽⁵⁾	902,428	D

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

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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 Amount of Underlying Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Non-Qualified Stock Option (Right-to-Buy)	\$ 69.57	03/09/2016		A	249,770	<u>6</u>	03/09/2026			Express Scripts Holding Company Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Paz George C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121	X		Chairman & CEO	

Signatures

/s/ Martin P. Akins, as Attorney-in-Fact for George Paz 03/11/2016

__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) Gift of shares to irrevocable trust for the benefit of the Reporting Person's spouse.
- (2) Gift of shares to irrevocable trust for the benefit of the Reporting Person.
- (3) Vesting of performance shares granted under Express Scripts, Inc. 2011 Long-Term Incentive Plan.
- (4) Represents shares tendered to Company to cover Reporting Person's tax liability due upon vesting of performance shares.
- (5) Grant of restricted stock units pursuant to Express Scripts, Inc. 2011 Long-Term Incentive Plan. Awards vest in three equal installments on February 28, 2017, February 28, 2018, and February 28, 2019.
- (6) Grant of stock option pursuant to Express Scripts, Inc. 2011 Long-Term Incentive Plan. Vests in three equal installments on February 28, 2017, February 28, 2018, and February 28, 2019.

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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