

PARKER JOHN O
Form 4
April 04, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PARKER JOHN O

(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)

04/02/2012

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

4. If Amendment, Date Original
Filed(Month/Day/Year)

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)
Common Stock	04/02/2012		A ⁽¹⁾	12,893	A <u>(1)</u> 12,893	D	

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

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information contained in this form are not
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SEC 1474
(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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V	(A)	(D)	
Stock Appreciation Right	\$ 17.9675	04/02/2012		A ⁽¹⁾		18,740	⁽²⁾ 05/24/2013	Express Scripts Holding Company Common Stock 18,740
Stock Appreciation Right	\$ 24.64	04/02/2012		A ⁽¹⁾		16,968	⁽²⁾ 05/23/2014	Express Scripts Holding Company Common Stock 16,968
Non-Qualified Stock Option (Right-to-Buy)	\$ 35.845	04/02/2012		A ⁽¹⁾		12,694	⁽³⁾ 05/28/2015	Express Scripts Holding Company Common Stock 12,694
Non-Qualified Stock Option (Right-to-Buy)	\$ 30.83	04/02/2012		A ⁽¹⁾		13,128	⁽⁴⁾ 05/27/2016	Express Scripts Holding Company Common Stock 13,128
Non-Qualified Stock Option (Right-to-Buy)	\$ 51.245	04/02/2012		A ⁽¹⁾		8,042	⁽⁵⁾ 05/05/2017	Express Scripts Holding Company Common Stock 8,042
Non-Qualified Stock Option (Right-to-Buy)	\$ 57.59	04/02/2012		A ⁽¹⁾		7,466	⁽⁶⁾ 05/04/2018	Express Scripts Holding Company Common Stock 7,466

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARKER JOHN O C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121			X	

Signatures

John Parker 04/02/2012

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 May 1, 2009, May 1, 2010, and May 1, 2011.
- (4) Vests in three (3) equal installments on May 1, 2010, May 1, 2011, and May 1, 2012.
- (5) Vests in three (3) equal installments on May 1, 2011, May 1, 2012, and May 1, 2013.
- (6) Vests in three (3) equal installments on May 1, 2012, May 1, 2013, and May 1, 2014.

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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