

HAMMERGREN JOHN H
Form 4
February 07, 2006

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 *
HAMMERGREN JOHN H

(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)
02/06/2006

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, President & 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	02/06/2006		M		84,000 A \$ 27.875	245,567	D
Common Stock	02/06/2006		S		84,000 (1) D \$ 52.8445	161,567	D
Common Stock	02/06/2006		M		8,000 A \$ 20.5625	169,567	D
Common Stock	02/06/2006		S		8,000 (1) D \$ 52.8445	161,567	D
Common Stock	02/07/2006		M		33,000 A \$ 20.5625	194,567	D

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Common Stock	02/07/2006	S	33,000 <u>(1)</u>	D	\$ 52.865	161,567	D	
Common Stock						3,374	I	By Trustee of PSIP

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right-to-buy)	\$ 27.875	02/06/2006		M	84,000 <u>(1)</u>	<u>(2)</u>	01/29/2007	Common Stock	84,000
Employee Stock Option (right-to-buy)	\$ 20.5625	02/06/2006		M	8,000 <u>(1)</u>	<u>(3)</u>	01/31/2010	Common Stock	8,000
Employee Stock Option (right-to-buy)	\$ 20.5625	02/07/2006		M	33,000 <u>(1)</u>	<u>(3)</u>	01/31/2010	Common Stock	33,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAMMERGREN JOHN H ONE POST STREET SAN FRANCISCO, CA 94104	X		Chairman, President & CEO	

Signatures

Kristina Veaco,
Attorney-in-fact

02/07/2006

__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) Sale was made pursuant to a previously adopted plan dated 12/15/05 intended to comply with Rule 10b5-1(c).
- (2) Granted under the Issuer's 1994 Stock Option and Restricted Stock Plan. This option became exercisable in three installments: 50% on the third anniversary of the date of grant and 25% each on the fourth and fifth anniversaries of the date of grant.
- (3) This option vested in four equal annual installments beginning on 1/31/2001.

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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