

STERNBERG SEYMOUR
Form 4
June 04, 2012

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 *
STERNBERG SEYMOUR

(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)

05/31/2012

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 | | | | (A) or (D) | Price |
| Common Stock | 05/31/2012 | | M | | | 16,968 | A | \$ 24.64 | 23,388 | D | |
| Common Stock | 05/31/2012 | | D | | | 8,011 | D | \$ 52.19 | 15,377 | D | |
| Common Stock | 05/31/2012 | | S | | | 8,957 | D | \$ 50.8742 | 21,639 ⁽³⁾ | D | |
| Common Stock | 05/31/2012 | | S | | | 3,311 | D | \$ 50.88 | 18,328 ⁽³⁾ | D | |
| Common Stock | | | | | | | | | 16,831 | I | By GRAT |

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Common Stock 2,758 I By Spouse

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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Appreciation Right | \$ 24.64 | 05/31/2012 | | M | 16,968 | (1) 05/23/2014 | Express Scripts Holding Company Common Stock 16,968 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STERNBERG SEYMOUR
C/O EXPRESS SCRIPTS HOLDING COMPANY
ONE EXPRESS WAY
ST. LOUIS, MO 63121

X

Signatures

Seymour Sternberg 05/31/2012

**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) Stock Appreciation Right vests in three equal installments on the first three anniversaries of the grant date.

(2) Stock Appreciation Right granted pursuant to Express Scripts 2000 Long-Term Incentive Plan.

(3) Includes 15,129 shares previously reported as held in a grantor retained annuity trust (GRAT), and indirectly beneficially owned by Reporting Person, which shares were transferred on June 1, 2012 by the GRAT to, and are now directly owned by, Reporting Person.

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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