

Express Scripts Holding Co.
Form 4
September 16, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
MYERS WOODROW A JR

(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)

09/14/2016

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)

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 | Price | |
| Common Stock | 09/14/2016 | | M | | 1,166 | A \$ 57.59 | 14,918 D |
| Common Stock | 09/14/2016 | | M | | 6,870 | A \$ 52.53 | 21,788 D |
| Common Stock | 09/14/2016 | | M | | 4,000 | A \$ 61.58 | 25,788 D |
| Common Stock | 09/14/2016 | | S | | 12,036 | D \$ 70.404 | 13,752 D |
| | | | | | | (1) | |

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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 Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (Right-to-Buy) | \$ 57.59 | 09/14/2016 | | M | 1,166 | ⁽²⁾ 05/04/2018 | Express Scripts Holding Company Common Stock | 1,166 |
| Non-Qualified Stock Option (Right-to-Buy) | \$ 52.53 | 09/14/2016 | | M | 6,870 | ⁽³⁾ 05/30/2019 | Express Scripts Holding Company Common Stock | 6,870 |
| Non-Qualified Stock Option (Right-to-Buy) | \$ 61.58 | 09/14/2016 | | M | 4,000 | ⁽⁴⁾ 05/09/2020 | Express Scripts Holding Company Common Stock | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MYERS WOODROW A JR C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY | X | | | |

ST. LOUIS, MO 63121

Signatures

/s/ Joseph J. Satorius, as Attorney-in-Fact for Woodrow A. Myers, Jr.

09/16/2016

__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).

- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.39 to \$70.406, inclusive. The Reporting Person undertakes to provide to Express Scripts Holding Company, any security holder of Express Scripts Holding Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- (1) Grant of stock options pursuant to the Express Scripts, Inc. 2000 Long-Term Incentive Plan. Vested in three (3) equal installments on May 1, 2012, May 1, 2013, and May 1, 2014.
 - (2) Grant of stock options pursuant to the Express Scripts, Inc. 2011 Long-Term Incentive Plan. Vested in three (3) equal installments on May 1, 2013, May 1, 2014, and May 1, 2015.
 - (3) Grant of stock options pursuant to the Express Scripts, Inc. 2011 Long-Term Incentive Plan. Vested in three (3) equal installments on May 1, 2014, May 1, 2015, and May 1, 2016.

Remarks:

EXHIBIT LIST - Exhibit 24 - Power of Attorney for Woodrow A. Myers, Jr.

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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