

Elliott Kelley
Form 3
December 22, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
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response... 0.5

INITIAL STATEMENT OF 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 *

Â Elliott Kelley

(Last) (First) (Middle)

13900 RIVERPORT DRIVE

(Street)

MARYLAND

HEIGHTS,Â MOÂ 63043

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/14/2005

3. Issuer Name **and** Ticker or Trading Symbol
EXPRESS SCRIPTS INC [ESRX]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Chief Accounting Officer

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

6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

896

D Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date Expirable Expiration
Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Non-Qualified Stock Option (Right-to-Buy)	Â (1)	12/18/2009	Common Stock	328	\$ 23.975	D	Â
Non-Qualified Stock Option (Right-to-Buy)	Â (2)	03/05/2011	Common Stock	1,432	\$ 37.58	D	Â
Non-Qualified Stock Option (Right-to-Buy)	Â (3)	03/01/2012	Common Stock	2,912	\$ 38.64	D	Â
Non-Qualified Stock Option (Right-to-Buy)	Â (4)	05/24/2012	Common Stock	2,200	\$ 47.14	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Elliott Kelley 13900 RIVERPORT DRIVE MARYLAND HEIGHTS, MO 63043	Â	Â	Â Chief Accounting Officer	Â

Signatures

Kelley Rae
Elliott 12/15/2005

Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 2/3 of the original Option granted has vested and been exercised. This final portion of this Option vested December 18 2005.
- (2) Option vests in three equal installments on March 5, 2005, March 5, 2006, and March 5, 2007.
- (3) Option vests in three equal installments on March 1, 2006, March 1, 2007, and March 1, 2008.
- (4) Option vests 1/3 on May 24, 2007, and 2/3 on May 24, 2008.

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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