Elliott Kelley Form 4 July 03, 2012

## FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 5 obligations may continue.

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

**SECURITIES** 

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

(Last)

Security

(Instr. 3)

1. Name and Address of Reporting Person \* Elliott Kelley

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

(Middle)

(First)

Express Scripts Holding Co. [ESRX]

(Check all applicable)

C/O EXPRESS SCRIPTS

HOLDING COMPANY, ONE **EXPRESS WAY** 

3. Date of Earliest Transaction

(Month/Day/Year) 07/02/2012

Director 10% Owner X\_ Officer (give title Other (specify

Chief Accounting Officer

(Street)

4. 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

Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

ST. LOUIS, MO 63121

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

(Instr. 4) (Instr. 4)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if TransactionDerivative

5. Number of

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of **Underlying Securities** 

#### Edgar Filing: Elliott Kelley - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Unit (1)	(2)	07/02/2012	07/03/2012	A	10.9474		(3)	<u>(3)</u>	Express Scripts Holding Company Common Stock	10.9474

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Elliott Kelley C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121

**Chief Accounting Officer** 

## **Signatures**

Kelley Elliott 07/03/2012

\*\*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) Phantom Stock Unit credited under Express Scripts Holding Company Executive Deferred Compensation Plan.
- (2) Upon distribution each phantom stock unit converts to one share of Express Scripts Holding Company Common Stock.
- (3) Voluntary contribution by Participant in the Executive Deferred Compensation Plan; shares are 100% vested at the time of contribution.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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