### Edgar Filing: PAZ GEORGE - Form 4

| PAZ GEOI<br>Form 4<br>December   |  |  |    |  |             |          |              |  |  |   |  |
|--|--|--|----|--|-------------|----------|--------------|--|--|---|--|
|  |  |  |    |  |             |          |              |  | OMB APPROVAL   |   |  |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549         |  |  |    |  |             |          |              | OMB<br>Number:   | 3235-0287  |   |  |
| Check<br>if no lo  | this box   |  |    | U  | ·           |          |              |  | Expires:   | January 31,   |  |
| subject<br>Section<br>Form 4<br>Form 5<br>obligat<br>may co<br><i>See</i> Ins<br>1(b). | rsuant to S<br>(a) of the I  | F CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES |    |  |             |          |              | Estimated a<br>burden hou<br>response  | •  |   |  |
| (Print or Type   | e Responses)   |  |    |  |             |          |              |  |  |   |  |
| PAZ GEORGE Symb  |  |  |    | I I I I I I I I I I I I I I I I I I I  |             |          |              | 5. Relationship of Reporting Person(s) to<br>Issuer  |  |   |  |
|  |  |  | •  | •  | c           | JU. [1   | 201171       | (Check all applicable)   |  |   |  |
| (Last) (First) (Middle)<br>C/O EXPRESS SCRIPTS<br>HOLDING COMPANY, ONE<br>EXPRESS WAY  |  |  |    | 12/10/2012 -   |             |          |              | _X_ Director 10% Owner<br>_X_ Officer (give title Other (specify<br>below)<br>President, Chairman & CEO                                      |  |   |  |
|  |  |  |    | led(Month/Day/Year) A  |             |          |              | . Individual or Joint/Group Filing(Check<br>pplicable Line)<br>X_Form filed by One Reporting Person<br>Form filed by More than One Reporting |  |   |  |
|  | S, WO 05121  |  |    |  |             |          |              | Person   |  |   |  |
| (City)   | (State)  | (Zip)  | Та | ble I - Non  | -Derivative | Secur    | ities Acqu   | iired, Disposed of,  | or Beneficial  | ly Owned  |  |
| 1.Title of<br>Security<br>(Instr. 3)   | 2. Transaction Date 2A. Deemed<br>(Month/Day/Year) Execution Date, if<br>any<br>(Month/Day/Year) |  |    | 3. 4. Securities Acquired (A) of<br>TransactionDisposed of (D)<br>Code (Instr. 3, 4 and 5)<br>(Instr. 8)<br>(A)<br>or<br>Code V Amount (D) Price |             |          |              | or 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)                        | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common<br>Stock  | 12/10/2012   |  |    | М  | 275,696     | A<br>(1) | \$<br>21.817 | 5 1,007,323  | D  |   |  |
| Common<br>Stock  | 12/10/2012   |  |    | D  | 180,503     | D<br>(1) | \$ 54.54     | 826,820  | D  |   |  |
| Common<br>Stock  |  |  |    |  |             |          |              | 64,555   | Ι  | By Spouse<br>Trust  |  |
| Common<br>Stock  |  |  |    |  |             |          |              | 64,555   | I  | By<br>Reporting<br>Person's<br>Trust                              |  |

#### Edgar Filing: PAZ GEORGE - Form 4

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

Persons who respond to the collection of information contained in this form are not 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | TransactionDerivative Expiratio<br>Code Securities (Month/I |                     |                    | 7. Title and A<br>Underlying S<br>(Instr. 3 and 4           | ecuriti             |
|---|---|---|---|--|---|---------------------|--------------------|---|---------------------|
|   |   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title   | Amo<br>Num<br>Sharo |
| Stock<br>Appreciation<br>Right                      | \$ 21.8175  | 12/10/2012                              |   | М                                      | 275,696   | (2)                 | 02/28/2013         | Express<br>Scripts<br>Holding<br>Company<br>Common<br>Stock | 275                 |

### **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                           |       |  |  |
|---|---------------|-----------|---------------------------|-------|--|--|
| reporting o whet Name, Martess  | Director      | 10% Owner | Officer                   | Other |  |  |
| PAZ GEORGE<br>C/O EXPRESS SCRIPTS HOLDING COMPANY<br>ONE EXPRESS WAY<br>ST. LOUIS, MO 63121 | Х             |           | President, Chairman & CEO |       |  |  |
| Signatures  |               |           |                           |       |  |  |

## Signatures

\*\*Signature of

Reporting Person

George Paz 12/12/2012

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Reporting Person on June 1, 2012.
- (2) Stock Appreciation Right vested in three equal installments on the first three anniversaries of the grant date.
- (3) Stock Appreciation Right granted pursuant to Express Scripts, Inc. 2000 Long-Term Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

#### Edgar Filing: PAZ GEORGE - Form 4

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.