

HAMMERGREN JOHN H

Form 4

May 25, 2010

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HAMMERGREN JOHN H

(Last) (First) (Middle)

ONE POST STREET

(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MCKESSON CORP [MCK]

3. Date of Earliest Transaction
(Month/Day/Year)
05/22/2010

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)

Chairman, President & CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/22/2010		M	94,050 A \$ 0	581,229.925 I		By Trust ⁽¹⁾
Common Stock	05/22/2010		F	42,440 ⁽²⁾ D \$ 68.33	538,789.925 I		By Trust ⁽³⁾
Common Stock					3,988.6066 I		By Profit-Sharing Investment Plan

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**

SEC 1474
(9-02)

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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)		8. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	05/22/2010		M		94,050		<u>(4)</u>	<u>(4)</u>	Common Stock	94,050

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HAMMERGREN JOHN H ONE POST STREET SAN FRANCISCO, CA 94104	X Chairman, President & CEO

Signatures

Donna Spinola,
Attorney-in-fact 05/25/2010

__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).

Represents 281,617.925 shares held under the Hammergren Family Trust; 11,174 shares held under the JHH 2008 GRAT; 11,174 shares held under the WLH 2008 GRAT; 82,479 shares held under the JHH GRAT No. 4; 82,479 shares held under the WLH GRAT No. 4;

(1) 14,038 shares held under the JHH GRAT No. 5; 14,038 shares held under the WLH GRAT No. 5; 14,038 shares held under the JHH GRAT No. 6; 14,038 shares held under the WLH GRAT No. 6; 14,038 shares held under the JHH GRAT No. 7; 14,038 shares held under the WLH GRAT No. 7; 14,039 shares held under the JHH GRAT No. 8; 14,039 shares held under the WLH GRAT No. 8

(2) This transaction represents a withholding of shares to cover taxes applicable to a vesting of RSUs also reported on this Form 4.

Represents 239,177.925 shares held under the Hammergren Family Trust; 11,174 shares held under the JHH 2008 GRAT; 11,174 shares held under the WLH 2008 GRAT; 82,479 shares held under the JHH GRAT No. 4; 82,479 shares held under the WLH GRAT No. 4;

(3) 14,038 shares held under the JHH GRAT No. 5; 14,038 shares held under the WLH GRAT No. 5; 14,038 shares held under the JHH GRAT No. 6; 14,038 shares held under the WLH GRAT No. 6; 14,038 shares held under the JHH GRAT No. 7; 14,038 shares held under the WLH GRAT No. 7; 14,039 shares held under the JHH GRAT No. 8; 14,039 shares held under the WLH GRAT No. 8

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(4) These units were granted on 5/22/2007 and vested as follows: 50% on 5/22/2008 and 50% on 5/22/2010.

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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