

MCKESSON CORP
Form 4
May 28, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Figueredo Jorge

(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)
05/24/2014

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)

EVP, Human Resources

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 or Price | | |
| Common Stock | 05/24/2014 | | M | | 30,450 | D | |
| Common Stock | 05/24/2014 | | F | | 15,889 (1) | D | |
| Common Stock | 05/27/2014 | | S | | 4,855 (2) | D | |
| Common Stock | 05/27/2014 | | M | | 5,417 (6) | A | |
| Common Stock | 05/27/2014 | | S | | 5,417 (2) | D | |

Edgar Filing: MCKESSON CORP - Form 4

| | | | | | | | | |
|--------------|------------|---|--------------|---|-------------|---------|---|-----------------------------------|
| Common Stock | 05/28/2014 | S | 4,853 (2) | D | \$ 183.295 | 4,853 | D | |
| Common Stock | 05/28/2014 | M | 5,417 (6) | A | \$ 67.81 | 10,270 | D | |
| Common Stock | 05/28/2014 | S | 5,417 (6) | D | \$ 183.2939 | 4,853 | D | |
| Common Stock | | | | | | 269.012 | 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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Restricted Stock Units | \$ 0 | 05/24/2014 | | M | 30,450 | (3) (3) | Common Stock |
| Employee Stock Option (Right-to-buy) | \$ 67.81 | 05/27/2014 | | M | 5,417 (6) | (7) 05/25/2017 | Common Stock |
| Restricted Stock Units | \$ 0 | 05/27/2014 | | A | 15,688 | (4) (4) | Common Stock |
| Employee Stock Option (Right-to-buy) | \$ 183.37 | 05/27/2014 | | A | 21,817 | (5) 05/27/2021 | Common Stock |
| Employee Stock Option (Right-to-buy) | \$ 67.81 | 05/28/2014 | | M | 5,417 (6) | (7) 05/25/2017 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Figueredo Jorge ONE POST STREET SAN FRANCISCO, CA 94104 | | | EVP, Human Resources | |

Signatures

Donna Spinola,
attorney-in-fact

05/28/2014

__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) This transaction represents a withholding of shares to cover taxes applicable to a vesting of RSUs also reported on this Form 4.
- (2) Sale pursuant to a previously adopted plan, intended to comply with Rule 10b5-1(c).
- (3) These units vested 100% on 5/24/2014.
- (4) These units will vest 100% on 5/27/2017.
- (5) This option granted 5/27/2014 will vest 25% per year, commencing on the 1st anniversary of the grant date.
- (6) Option exercise and sale pursuant to a previously adopted plan, intended to comply with Rule 10b5-1(c).
- (7) This option granted 5/25/2010 vests 25% per year, commencing on the 1st anniversary of the grant date.

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.