#### Express Scripts Holding Co. Form 3 February 13, 2014 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB APPROVAL FORM 3 Washington, D.C. 20549 OMB

### **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

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Express Scripts Holding Co. [ESRX]

(Print or Type Responses)

Person \*

1. Title of (Instr. 4)

1. Name and Address of Reporting

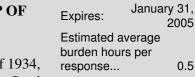
Smith Catherine R			(Month/Day/Year)	Express Scripts Holding Co. [ESKA]			
(Last)	(First)	(Middle)	02/10/2014	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)		
C/O EXPRESS SCRIPTS HOLDING COMPANY, ONE EXPRESS WAY			(Check all applicable)				
LAI KL55	(Street)			Director 10% Owner X Officer Other	6. Individual or Joint/Group		
				(give title below) (specify below) Exec. VP and CFO	Filing(Check Applicable Line)		

Statement

ST. LOUIS, MO 63121			<sup>1</sup>	low) (specify belo c. VP and CFO	<ul> <li>Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting</li> <li>Person</li> <li> Form filed by More than One</li> <li>Reporting Person</li> </ul>			
(City) (	State)	(Zip)	Table I - Non-Deriva	vative 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)			
Reminder: Report on a separate line for each class of securitie owned directly or indirectly.			urities beneficially	SEC 1473 (7-02	)			
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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

f Derivative Security	erivative Security 2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	Derivative Security	Security: Direct (D)	



Number:

3235-0104

2005

0.5

Shares	or Indirect
	(I)
	(Instr. 5)

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships				
	Director	10% Owner	Officer	Other	
Smith Catherine R C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121	Â	Â	Exec. VP and CFO	Â	

# Signatures

Reporting Person

/s/ Catherine R. 02/13/2014 Smith \*\*Signature of Date

# **Explanation of Responses:**

### No securities are beneficially owned

- \* 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).

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# **Remarks:**

# Ex. 24 - Power of Attorney attached

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.