

Express Scripts Holding Co.
Form 4
February 27, 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

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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 *
ROPER WILLIAM L

(Last) (First) (Middle)

C/O EXPRESS SCRIPTS
HOLDING COMPANY, ONE
EXPRESS WAY

(Street)

ST. LOUIS, MO 63121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Express Scripts Holding Co. [ESRX]

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

02/25/2014

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)

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	02/25/2014		M		538 A \$ 36.5	10,935.674	D
Common Stock	02/25/2014		M		10,644 A \$ 34.79	21,579.674	D
Common Stock	02/25/2014		M		11,587 A \$ 32.94	33,166.674	D
Common Stock	02/25/2014		M		9,835 A \$ 43.66	43,001.674	D
Common Stock	02/25/2014		M		8,892 A \$ 47.07	51,893.674	D

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Common Stock 02/25/2014 S 41,496 D \$ 74.075 10,397.674 D (1)

Common Stock 52 I By IRA

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

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (Right-to-Buy)	\$ 36.5	02/25/2014		M	538	<u>(3)</u> 12/10/2017	Express Scripts Holding Company Common Stock	5
Non-Qualified Stock Option (Right-to-Buy)	\$ 34.79	02/25/2014		M	10,644	<u>(4)</u> 05/21/2018	Express Scripts Holding Company Common Stock	10,644
Non-Qualified Stock Option (Right-to-Buy)	\$ 32.94	02/25/2014		M	11,587	<u>(5)</u> 05/20/2019	Express Scripts Holding Company Common Stock	11,587
Non-Qualified Stock Option (Right-to-Buy)	\$ 43.66	02/25/2014		M	9,835	<u>(6)</u> 05/12/2020	Express Scripts Holding Company	9,835

