#### Edgar Filing: Express Scripts Holding Co. - Form 4

Express Scr Form 4 March 04, 2	ipts Holding Co. 014									
	ЛЛ							OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287	
Check th if no lon	der.		-					Expires:	January 31, 2005	
subject t Section Form 4 o		GES IN SECUR		ICIA	LOW.	NERSHIP OF	Estimated burden hou response	average Irs per		
Form 5 obligations may continue.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 19401(b).										
(Print or Type	Responses)									
1. Name and Address of Reporting Person _2. IssueEbling Keith J.Symbol			er Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
		•	s Scripts Holding Co. [ESRX]				(Check all applicable)			
(Last)	(First) (Middle)		Date of Earliest Transaction Aonth/Day/Year) 2/28/2014				Director 10% Owner X Officer (give title Other (specify below) below)			
C/O EXPR	ESS SCRIPTS									
HOLDING EXPRESS	COMPANY, ONE WAY						· · · · · · · · · · · · · · · · · · ·	and Gen. Co	ınsel	
ST. LOUIS		nendment, Date Original onth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
							Person			
(City)	(State) (Zip)	Table	I - Non-D			-	uired, Disposed of	, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. I Exec any (Month/Day/Year)		ion Date, if 7	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
					(A) or		Transaction(s) (Instr. 3 and 4)			
Common Stock	02/28/2014	(	Code V F	Amount 4,782 (1)	(D) D	Price \$ 75.31		D		
Common Stock				_		10.01	23,638	I	By Spouse Trust #1	
Common Stock							62,700	I	By Spouse Trust #2	
Common Stock							65,338	I	By Reporting Person's Trust	

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	<b>T</b> . 1	or		
					Exercisable	Date		Number			
					(A) (D)				of		
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Ebling Keith J. C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121			Exec. VP and Gen. Counsel			

#### **Signatures**

/s/ Keith J. Ebling

03/04/2014

<u>\*\*</u>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) Represents shares tendered to Company to cover Reporting Person's tax liability due upon vesting of restricted stock units previously awarded under long-term incentive plans.

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.