

SKINNER SAMUEL K  
Form 4  
November 21, 2012

**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 \*  
SKINNER SAMUEL K

2. Issuer Name and Ticker or Trading Symbol  
Express Scripts Holding Co. [ESRX]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
C/O EXPRESS SCRIPTS  
HOLDING COMPANY, ONE  
EXPRESS WAY

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/19/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
ST. LOUIS, MO 63121

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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				(A) or (D)	Price
Common Stock	11/19/2012		M			12,694	A	\$ 35.845	43,490	D	
Common Stock	11/19/2012		M			13,128	A	\$ 30.83	56,618	D	
Common Stock	11/19/2012		M			18,740	A	\$ 17.9675	75,358	D	
Common Stock	11/19/2012		D			6,453	D	\$ 52.18	68,905	D	
Common Stock	11/19/2012		M			16,968	A	\$ 24.64	85,873	D	

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Common Stock 11/19/2012 D 8,013 D \$ 52.18 77,860 D

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)	Amount or Number of Shares
Non-Qualified Stock Option (Right-to-Buy)	\$ 35.845	11/19/2012		M	12,694	<u>(1)</u> 05/28/2015	Express Scripts Holding Company Common Stock	12,694
Non-Qualified Stock Option (Right-to-Buy)	\$ 30.83	11/19/2012		M	13,128	<u>(3)</u> 05/27/2016	Express Scripts Holding Company Common Stock	13,128
Stock Appreciation Right	\$ 17.9675	11/19/2012		M	18,740	<u>(4)</u> 05/24/2013	Express Scripts Holding Company Common Stock	18,740
Stock Appreciation Right	\$ 24.64	11/19/2012		M	16,968	<u>(4)</u> 05/23/2014	Express Scripts Holding Company Common Stock	16,968

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SKINNER SAMUEL K C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121	X			

## Signatures

Martin P Akins 11/19/2012

    Signature of Date  
Reporting Person

## 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) Vested in three (3) equal installments on May 1, 2009, May 1, 2010, and May 1, 2011.
- (2) Employee Stock Option granted pursuant to Express Scripts 2000 Long-Term Incentive Plan.
- (3) Vested in three (3) equal installments on May 1, 2010, May 1, 2011, and May 1, 2012.
- (4) Vested in three (3) equal installments on the first three anniversaries of the grant date.
- (5) Stock Appreciation Right granted pursuant to Express Scripts 2000 Long-Term Incentive Plan.

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.