

MYERS WOODROW A JR  
Form 4  
May 09, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
MYERS WOODROW A JR

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)  
05/07/2013

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

ST. LOUIS, MO 63121

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 05/07/2013                           |  | S                              | D   | \$ 61.073 13,825  | D  |                                   |
| Common Stock                    | 05/08/2013                           |  | S                              | D   | \$ 61.2495 11,825   | D  |                                   |
| Common Stock                    | 05/08/2013                           |  | M                              | A   | \$ 35.845 15,287  | D  |                                   |
| Common Stock                    | 05/08/2013                           |  | M                              | A   | \$ 30.83 21,287   | D  |                                   |
| Common Stock                    | 05/08/2013                           |  | S                              | D   | \$ 61.2517 11,825   | D  |                                   |

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

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(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 Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (Right-to-Buy)  | \$ 35.845  | 05/08/2013                           |  | M                              | 3,462   | <sup>(1)</sup> 05/28/2015                                | Express Scripts Holding Company Common Stock                | 3,462                      |
| Non-Qualified Stock Option (Right-to-Buy)  | \$ 30.83   | 05/08/2013                           |  | M                              | 6,000   | <sup>(3)</sup> 05/27/2016                                | Express Scripts Holding Company Common Stock                | 6,000                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MYERS WOODROW A JR<br>C/O EXPRESS SCRIPTS HOLDING COMPANY<br>ONE EXPRESS WAY<br>ST. LOUIS, MO 63121 | X             |           |         |       |

## Signatures

Woodrow Myers                      05/09/2013  
 \*\*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) Stock Options vested in three equal installments on May 1, 2009, May 1, 2010, and May 1, 2011.
- (2) Grant of Stock Options pursuant to Express Scripts, Inc. 2000 Long-Term Incentive Plan.
- (3) Stock Options vested in three equal installments on May 1, 2010, May 1, 2011, and May 1, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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