

MCKESSON CORP
Form 4
September 11, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
HAMMERGREN JOHN H

(Last) (First) (Middle)

ONE POST STREET

(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MCKESSON CORP [MCK]

3. Date of Earliest Transaction
(Month/Day/Year)
09/09/2008

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)
Chairman, President & CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 09/09/2008 | | M | 43,666 A \$ 29.8125 | 43,666 | D | |
| Common Stock | 09/09/2008 | | S | 43,666 (1) D \$ 58.2955 | 0 | D | |
| Common Stock | 09/09/2008 | | M | 6,334 A \$ 28.25 | 6,334 | D | |
| Common Stock | 09/09/2008 | | S | 6,334 (1) D \$ 58.2955 | 0 | D | |
| Common Stock | 09/10/2008 | | M | 25,000 A \$ 28.25 | 25,000 | D | |

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| | | | | | | | | |
|--------------|------------|---|----------------------|---|------------|------------|---|-----------------------------------|
| Common Stock | 09/10/2008 | S | 25,000 <u>(1)</u> | D | \$ 58.1426 | 0 | D | |
| Common Stock | | | | | | 262,567.92 | I | By Trust <u>(2)</u> |
| Common Stock | | | | | | 3,906.0673 | I | By Profit-Sharing Investment Plan |

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

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SEC 1474
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right-to-buy) | \$ 29.8125 | 09/09/2008 | | M | 43,666 <u>(1)</u> | <u>(3)</u> 08/16/2009 | Common Stock 43,666 |
| Employee Stock Option (Right-to-buy) | \$ 28.25 | 09/09/2008 | | M | 6,334 <u>(1)</u> | <u>(4)</u> 10/30/2010 | Common Stock 6,334 |
| Employee Stock Option (Right-to-buy) | \$ 28.25 | 09/10/2008 | | M | 25,000 <u>(1)</u> | <u>(4)</u> 10/30/2010 | Common Stock 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HAMMERGREN JOHN H ONE POST STREET SAN FRANCISCO, CA 94104 | X | | Chairman, President & CEO | |

Signatures

Donna Spinola,
Attorney-in-fact

09/11/2008

__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) Option exercise and sale were pursuant to a previously adopted plan dated 06/13/2008, intended to comply with Rule 10b5-1(c).
Represents 187,567.92 shares held under the Hammergren Family Trust Agreement, November 1997; 37,500 shares held under the JHH
- (2) 2008 Grantor Retained Annuity Trust Agreement No. 1; and 37,500 shares held under the WLH 2008 Grantor Retained Annuity Trust Agreement No. 1.
- (3) This option vested in 3 installments; 50% on the 2nd grant date anniversary and 25% on each of the 3rd and 4th grant date anniversary.
- (4) This option vested 25% per year commencing on the first anniversary of the date of grant, 10/30/2000.

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.