

CAMPBELL JEFFREY C
Form 4
May 27, 2009

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

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 *
CAMPBELL JEFFREY C

(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)
05/22/2009

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)
EVP, Chief Financial Officer

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	05/22/2009		M		18,018 A \$ 0	34,593	D
Common Stock	05/22/2009		F		6,442 (1) D \$ 40.89	28,151	D
Common Stock	05/23/2009		M		30,500 A \$ 0	58,651	D
Common Stock	05/23/2009		F		13,310 (1) D \$ 40.89	45,341	D
Common Stock	05/25/2009		M		20,000 A \$ 0	65,341	D

Edgar Filing: CAMPBELL JEFFREY C - Form 4

Common Stock 05/25/2009 F 9,150⁽¹⁾ D \$ 40.89 56,191 D

Common Stock 949.2047 I By Profit-Sharing Investment Plan

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. 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 Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	\$ 0	05/22/2009		M	18,018	<u>(2)</u> <u>(2)</u>	Common Stock
Restricted Stock Units	\$ 0	05/23/2009		M	30,500	<u>(3)</u> <u>(3)</u>	Common Stock
Restricted Stock Units	\$ 0	05/25/2009		M	20,000	<u>(4)</u> <u>(4)</u>	Common Stock
Restricted Stock Units	\$ 0	05/26/2009		A	78,638	<u>(5)</u> <u>(5)</u>	Common Stock
Employee Stock Option (Right-to-buy)	\$ 40.46	05/26/2009		A	214,000	<u>(6)</u> 05/26/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAMPBELL JEFFREY C ONE POST STREET SAN FRANCISCO, CA 94104			EVP, Chief Financial Officer	

Signatures

Donna Spinola,
Attorney-in-fact

05/27/2009

__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) This transaction represents a withholding of shares to cover taxes applicable to a vesting of RSUs also reported on this Form 4.
- (2) These units were granted on 5/20/2008 and vest as follows: 50% on 5/22/2009 and 50% on 5/22/2011.
- (3) These units were granted on 5/23/2006 and vest as follows: 50% on 5/23/2007 and 50% on 5/23/2009.
- (4) These units were granted on 05/25/2004 and vest as follows: 100% vests on 5/25/2009.
- (5) These units vest 100% on May 20, 2012.
- (6) This option granted 5/26/2009 vests 25% per year commencing on the first anniversary of the grant date.

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.