

Express Scripts Holding Co.  
Form 4  
March 11, 2016

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

OMB APPROVAL

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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 \*  
Paz George

(Last) (First) (Middle)

C/O EXPRESS SCRIPTS  
HOLDING COMPANY, ONE  
EXPRESS WAY

(Street)

ST. LOUIS, MO 63121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Express Scripts Holding Co. [ESRX]

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

03/09/2016

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 & 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 03/09/2016                           |  | G <sup>(1)</sup>               | V   | 290   | D  | \$ 0 810,146  |
| Common Stock                    | 03/09/2016                           |  | G <sup>(1)</sup>               | V   | 290   | A  | \$ 0 70,027   |
| Common Stock                    | 03/09/2016                           |  | G <sup>(2)</sup>               | V   | 290   | D  | \$ 0 809,856  |
| Common Stock                    | 03/09/2016                           |  | G <sup>(2)</sup>               | V   | 290   | A  | \$ 0 70,350   |

By Spouse Trust

By Reporting Person's Trust

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|              |            |   |                       |   |                     |         |   |
|--------------|------------|---|-----------------------|---|---------------------|---------|---|
| Common Stock | 03/09/2016 | A | 83,500                | A | \$ 0 <sup>(3)</sup> | 893,356 | D |
| Common Stock | 03/09/2016 | F | 40,039 <sup>(4)</sup> | D | \$ 69.57            | 853,317 | D |
| Common Stock | 03/09/2016 | A | 49,111                | A | \$ 0 <sup>(5)</sup> | 902,428 | D |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Non-Qualified Stock Option (Right-to-Buy)  | \$ 69.57   | 03/09/2016                           |  | A                              | 249,770   | <sup>(6)</sup> 03/09/2026                                | Express Scripts Holding Company Common Stock                |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| Paz George<br>C/O EXPRESS SCRIPTS HOLDING COMPANY<br>ONE EXPRESS WAY<br>ST. LOUIS, MO 63121 | X             |           | Chairman & CEO |       |

## Signatures

/s/ Martin P. Akins, as Attorney-in-Fact for George Paz 03/11/2016

        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) Gift of shares to irrevocable trust for the benefit of the Reporting Person's spouse.
- (2) Gift of shares to irrevocable trust for the benefit of the Reporting Person.
- (3) Vesting of performance shares granted under Express Scripts, Inc. 2011 Long-Term Incentive Plan.
- (4) Represents shares tendered to Company to cover Reporting Person's tax liability due upon vesting of performance shares.
- (5) Grant of restricted stock units pursuant to Express Scripts, Inc. 2011 Long-Term Incentive Plan. Awards vest in three equal installments on February 28, 2017, February 28, 2018, and February 28, 2019.
- (6) Grant of stock option pursuant to Express Scripts, Inc. 2011 Long-Term Incentive Plan. Vests in three equal installments on February 28, 2017, February 28, 2018, and February 28, 2019.

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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