Express Scripts Holding Co.

Form 4 May 12, 2015

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Number: January 31,
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

2005

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Add MYERS WOO	*	_	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)	3. Date of Earliest Transaction			
C/O EXPRESS SCRIPTS HOLDING COMPANY, ONE EXPRESS WAY			(Month/Day/Year) 05/08/2015	X Director 10% Owner Officer (give title below) Other (specify below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ST. LOUIS, MO 63121			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

			Cison
(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. Securit omr Dispos (Instr. 3,	ed of (` ′	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A) or		Reported Transaction(s)	(I) (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	05/08/2015		M	8,042	A	\$ 51.245	20,420	D	
Common Stock	05/08/2015		M	6,300	A	\$ 57.59	26,720	D	
Common Stock	05/08/2015		S	14,342	D	\$ 85.319 (1)	12,378	D	

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 (9-02)

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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. Transactic Code (Instr. 8)	5. Number on 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 Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Share
Non-Qualified Stock Option (Right-to-Buy)	\$ 51.245	05/08/2015		M	8,042	(2)	05/05/2017	Express Scripts Holding Company Common Stock	8,04
Non-Qualified Stock Option (Right-to-Buy)	\$ 57.59	05/08/2015		M	6,300	(3)	05/04/2018	Express Scripts Holding Company Common Stock	6,30

Reporting Owners

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

/s/ Martin P. Akins, as Attorney-in-Fact for Woodrow A. Myers, Jr.

05/12/2015

**Signature of Reporting Person

Date

2 Reporting Owners

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).
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.39 to \$85.44, inclusive. The Reporting Person undertakes to provide to Express Scripts Holding Company, any security holder of Express Scripts
- (1) Holding Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- (2) Grant of stock options pursuant to the Express Scripts, Inc. 2000 Long-Term Incentive Plan. Vested in three (3) equal installments on May 1, 2011, May 1, 2012, and May 1, 2013.
- (3) Grant of stock options pursuant to the Express Scripts, Inc. 2000 Long-Term Incentive Plan. Vested in three (3) equal installments on May 1, 2012, May 1, 2013, and May 1, 2014.

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.