

Paz George
Form 4
December 21, 2018

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)

06/01/2017

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)

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	06/01/2017		M		69,847	A	960,401
Common Stock	06/01/2017		F		31,851 (2)	D	\$ 60.4 928,550
Common Stock	11/28/2018		G	V	100,000	D	\$ 0 828,550
Common Stock	12/20/2018		D		828,550 (3)	D	(3) 0
Common Stock	12/20/2018		D		132,527 (3)	D	(3) 0

By Spouse Trust

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Common Stock	12/20/2018	D	132,850 <u>(3)</u>	D	<u>(3)</u>	0	I	By Reporting Person's Trust
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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 Am Underlying Secu (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units	<u>(1)</u>	06/01/2017		M	69,847	06/01/2017	06/01/2017	Express Scripts Holding Company Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 53.5	12/20/2018		D	209,358	<u>(4)</u>	02/27/2019	Express Scripts Holding Company Common Stock
Non-Qualified Stock Units (Right to Buy)	\$ 58.17	12/20/2018		D	210,091	<u>(4)</u>	03/06/2020	Express Scripts Holding Company Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 77.15	12/20/2018		D	221,506	<u>(4)</u>	03/05/2021	Express Scripts Holding Company Common Stock
	\$ 84.83	12/20/2018		D	189,385	<u>(4)</u>	03/04/2025	

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- (4) The options vest on varying dates pursuant to the terms of the plans and/or agreements under which they were granted.
- (5) Pursuant to the Merger Agreement, upon closing of the Merger, the option was converted into an option to purchase common shares of Halfmoon Parent, Inc. in accordance with the exchange ratio set forth in the Merger Agreement.

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.