

POTTER MYRTLE S
Form 4
April 04, 2012

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 *
POTTER MYRTLE S

(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)
04/02/2012

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	04/02/2012		A ⁽¹⁾	6,871.674 A	6,871.674	D	

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)

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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)	\$ 36.5	04/02/2012		A ⁽¹⁾	538	12/11/2008 12/10/2017	Express Scripts Holding Company Common Stock
Non-Qualified Stock Option (Right-to-Buy)	\$ 34.79	04/02/2012		A ⁽¹⁾	10,644	05/22/2009 05/21/2018	Express Scripts Holding Company Common Stock
Non-Qualified Stock Option (Right-to-Buy)	\$ 32.94	04/02/2012		A ⁽¹⁾	11,587	05/21/2010 05/20/2019	Express Scripts Holding Company Common Stock
Non-Qualified Stock Option (Right-to-Buy)	\$ 43.66	04/02/2012		A ⁽¹⁾	9,835	05/12/2011 05/12/2020	Express Scripts Holding Company Common Stock
Non-Qualified Stock Option (Right-to-Buy)	\$ 47.07	04/02/2012		A ⁽¹⁾	8,892	05/24/2012 05/24/2021	Express Scripts Holding Company Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

POTTER MYRTLE S
C/O EXPRESS SCRIPTS HOLDING COMPANY
ONE EXPRESS WAY
ST. LOUIS, MO 63121

Signatures

/s/ Martin P. Akins, Attorney-in-Fact for Myrtle S.
Potter

04/02/2012

__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).

Common stock and derivative securities of the Issuer were acquired pursuant to the Agreement and Plan of Merger, dated as of July 20, 2011, as amended on November 7, 2011, by and among Express Scripts, Inc., Medco Health Solutions, Inc. ("Medco"), the Issuer, Aristotle Merger Sub, Inc., and Plato Merger Sub, Inc. (the "Merger Agreement"). Upon closing of the transactions contemplated by the

- (1) Merger Agreement, Medco became a wholly owned subsidiary of the Issuer, and each share of common stock of Medco was converted into 0.81 shares of Issuer's common stock and the right to receive a cash payment. Each restricted stock unit and stock option of Medco was converted by multiplying the number of Medco shares previously covered by the option or restricted stock unit by 1.347387 and dividing the prior exercise price of the stock option by 1.347387.

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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