

POTTER MYRTLE S
Form 4
May 22, 2012

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 *
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)

05/21/2012

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 or Price		
Common Stock	05/21/2012		M		538 A \$ 36.5	7,409.674	D
Common Stock	05/21/2012		S		538 D \$ 51.873	6,871.674	D
Common Stock	05/21/2012		M		10,644 A \$ 34.79	17,515.674	D
Common Stock	05/21/2012		S		10,644 D \$ 51.863	6,871.674	D
Common Stock	05/21/2012		M		5,000 A \$ 32.94	11,871.674	D

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Common Stock 05/21/2012 S 5,000 D \$ 51.902 6,871.674 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. 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	05/21/2012		M	538	12/11/2008 12/10/2017	Express Scripts Holding Company Common Stock
Non-Qualified Stock Option (Right-to-Buy)	\$ 34.79	05/21/2012		M	10,644	05/22/2009 05/21/2018	Express Scripts Holding Company Common Stock
Non-Qualified Stock Option (Right-to-Buy)	\$ 32.94	05/21/2012		M	5,000	05/21/2010 05/20/2019	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

Myrtle Potter

05/21/2012

**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).

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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