Express Scripts Holding Co.

Form 3

August 05, 2013

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

A Harper Matthew D

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

07/30/2013

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Express Scripts Holding Co. [ESRX]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(give title below) (specify below)

VP & Interim CFO

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O EXPRESS SCRIPTS HOLDING COMPANY, ONE **EXPRESS WAY**

(Street)

Director _X__ Officer

10% Owner Other

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

ST. LOUIS. MOÂ 63121

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

Beneficially Owned (Instr. 4)

36,119

2. Amount of Securities 3.

Ownership Form:

4. Nature of Indirect Beneficial Ownership

(Instr. 5) Direct (D) or Indirect

Â

(Instr. 5) D

(I)

Common Stock

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. 5. Conversion Ownership or Exercise Form of

6. Nature of Indirect Beneficial

Ownership

(Instr. 5)

Price of Derivative Derivative Security:

(Instr. 4)

(Instr. 4)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (Right-to-Buy)	(1)	02/26/2015	Express Scripts Holding Company Common Stock	11,626	\$ 31.92	D	Â
Non-Qualified Stock Option (Right-to-Buy)	<u>(1)</u>	03/02/2016	Express Scripts Holding Company Common Stock	16,074	\$ 22.87	D	Â
Non-Qualified Stock Option (Right-to-Buy)	(2)	03/03/2017	Express Scripts Holding Company Common Stock	11,210	\$ 49.495	D	Â
Non-Qualified Stock Option (Right-to-Buy)	(3)	03/02/2018	Express Scripts Holding Company Common Stock	9,262	\$ 56.5	D	Â
Non-Qualified Stock Option (Right-to-Buy)	(4)	11/17/2018	Express Scripts Holding Company Common Stock	14,917	\$ 43.77	D	Â
Non-Qualified Stock Option (Right-to-Buy)	(5)	02/27/2019	Express Scripts Holding Company Common Stock	11,531	\$ 53.05	D	Â
Non-Qualified Stock Option (Right-to-Buy)	(6)	03/06/2020	Express Scripts Holding Company Common Stock	7,586	\$ 58.17	D	Â

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Harper Matthew D

C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY

A Â Â VP & Interim CFO Â

Signatures

ST. LOUIS, MOÂ 63121

Matthew D.
Harper

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Vests in three (3) equal installments on the first three (3) anniversaries of the grant date.
- (2) Vests in three (3) equal installments on February 28, 2011, February 28, 2012, and February 28, 2013.
- (3) Vests in three (3) equal installments on February 28, 2012, February 28, 2013, and February 28, 2014.
- (4) Vests on November 17, 2013.
- (5) Vests in three (3) equal installments on February 28, 2013, February 28, 2014, and February 28, 2015.
- (6) Vests in three (3) equal installments on February 28, 2014, February 28, 2015, and February 28, 2016.

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