

Express Scripts Holding Co.
Form 4
March 13, 2014

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 *
IGNACZAK EDWARD B

(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)

03/11/2014

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)
Exec. VP, Sales and Mktg

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 | 03/11/2014 | | M | | 49,117 A \$ 56.5 | 134,999 | D |
| Common Stock | 03/11/2014 | | M | | 16,016 A \$ 58.17 | 151,015 | D |
| Common Stock | 03/11/2014 | | M | | 41,434 A \$ 53.05 | 192,449 | D |
| Common Stock | 03/11/2014 | | M | | 13,680 A \$ 53.05 | 206,129 | D |
| Common Stock | 03/11/2014 | | S | | 120,247 D \$ 78.537 | 85,882 | D |

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(1)

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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of S |
| Non-Qualified Stock Option (Right-to-Buy) | \$ 56.5 | 03/11/2014 | | M | 49,117 | <u>(2)</u> 03/02/2018 | Express Scripts Holding Company Common Stock 49, |
| Non-Qualified Stock Option (Right-to-Buy) | \$ 58.17 | 03/11/2014 | | M | 16,016 | <u>(3)</u> 03/06/2020 | Express Scripts Holding Company Common Stock 16, |
| Non-Qualified Stock Option (Right-to-Buy) | \$ 53.05 | 03/11/2014 | | M | 41,434 | <u>(4)</u> 02/27/2019 | Express Scripts Holding Company Common Stock 41, |
| Non-Qualified Stock Option (Right-to-Buy) | \$ 53.05 | 03/11/2014 | | M | 13,680 | <u>(5)</u> 02/27/2019 | Express Scripts Holding Company Common Stock 13, |

