

Elliott Kelley

Form 3

December 22, 2005

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**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 \*

Â Elliott Kelley

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

12/14/2005

3. Issuer Name **and** Ticker or Trading Symbol  
EXPRESS SCRIPTS INC [ESRX]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Chief Accounting Officer

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting  
Person☐ Form filed by More than One  
Reporting Person

13900 RIVERPORT DRIVE

(Street)

MARYLAND

HEIGHTS,Â MOÂ 63043

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

896

D

Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)Date  
ExercisableExpiration  
Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

Amount or  
Number of4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

# Edgar Filing: Elliott Kelley - Form 3

|                                           |       |            |              | Shares |           | (I)<br>(Instr. 5) |   |
|-------------------------------------------|-------|------------|--------------|--------|-----------|-------------------|---|
| Non-Qualified Stock Option (Right-to-Buy) | Â (1) | 12/18/2009 | Common Stock | 328    | \$ 23.975 | D                 | Â |
| Non-Qualified Stock Option (Right-to-Buy) | Â (2) | 03/05/2011 | Common Stock | 1,432  | \$ 37.58  | D                 | Â |
| Non-Qualified Stock Option (Right-to-Buy) | Â (3) | 03/01/2012 | Common Stock | 2,912  | \$ 38.64  | D                 | Â |
| Non-Qualified Stock Option (Right-to-Buy) | Â (4) | 05/24/2012 | Common Stock | 2,200  | \$ 47.14  | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                                        | Relationships |           |                            |       |
|-----------------------------------------------------------------------|---------------|-----------|----------------------------|-------|
|                                                                       | Director      | 10% Owner | Officer                    | Other |
| Elliott Kelley<br>13900 RIVERPORT DRIVE<br>MARYLAND HEIGHTS, MO 63043 | Â             | Â         | Â Chief Accounting Officer | Â     |

## Signatures

Kelley Rae  
Elliott 12/15/2005

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) 2/3 of the original Option granted has vested and been exercised. This final portion of this Option vested December 18 2005.
- (2) Option vests in three equal installments on March 5, 2005, March 5, 2006, and March 5, 2007.
- (3) Option vests in three equal installments on March 1, 2006, March 1, 2007, and March 1, 2008.
- (4) Option vests 1/3 on May 24, 2007, and 2/3 on May 24, 2008.

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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