

MCKESSON CORP
Form 4
October 31, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
BEER JAMES A

(Last) (First) (Middle)

ONE POST STREET

(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MCKESSON CORP [MCK]

3. Date of Earliest Transaction
(Month/Day/Year)
10/29/2013

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)
EVP & Chief Financial Officer

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Number of Shares |
|--------------------------------------|------------------------------|---------------------------|------------|--|------|---|-----|-----|------------------|---------------------------|--------------|------------------|
| Employee Stock Option (Right-to-buy) | \$ 155.87 ⁽¹⁾ | 10/29/2013 ⁽¹⁾ | A | 43,806 ⁽¹⁾ | | | | | ⁽¹⁾ | 10/29/2020 ⁽¹⁾ | Common Stock | 4 |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 10/29/2013 ⁽²⁾ | A | 35,286 ⁽²⁾ | | | | | ⁽²⁾ | ⁽²⁾ | Common Stock | 3 |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 10/29/2013 ⁽³⁾ | A | 6,416 ⁽³⁾ | | | | | ⁽³⁾ | ⁽³⁾ | Common Stock | 6 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BEER JAMES A ONE POST STREET SAN FRANCISCO, CA 94104 | | | EVP & Chief Financial Officer | |

Signatures

Donna Spinola,
Attorney-in-fact

10/31/2013

__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).

In a Form 4 filed on October 10, 2013, the following was reported: (a) in accordance with an offer letter, effective October 9, 2013 (the "Hire Date") Mr. Beer became entitled to receive an option award to purchase shares of the Company's common stock valued at \$1,270,000 on the date the trading window for directors and executive officers of the Company opened; (b) the number of options to be received by Mr. Beer would be determined by dividing the award value by a Black-Scholes value based on the closing price of the Company's stock on the date of grant; and (c) the option award would vest 25% per year from the Hire Date, assuming continued employment through the vesting date. Based on the foregoing, on October 29, 2013, the date on which the trading window for directors and executive officers opened (the "Window Opening"), 43,806 options were granted to Mr. Beer.

In a Form 4 filed on October 10, 2013, the following was reported: (a) in accordance with an offer letter, effective the Hire Date Mr. Beer became entitled to receive a new hire grant of restricted stock units ("RSUs") valued at \$5,500,000 on the Window Opening; (b) the number of RSUs to be received by Mr. Beer would be determined by dividing the award value by the closing price of the Company's stock on the date of the RSU grant; and (c) the RSU grant would (i) represent the contingent right to receive shares of the Company's common stock valued at \$5,500,000, and (ii) vest 50% on each of June 1, 2014 and June 1, 2015, assuming continued employment through the vesting date. Based on the foregoing, on the Window Opening, 35,286 RSUs were granted to Mr. Beer.

(3) In a Form 4 filed on October 10, 2013, the following was reported: (a) in accordance with an offer letter, effective the Hire Date Mr. Beer became entitled to receive a special grant of RSUs valued at \$1,000,000 on the Window Opening; (b) the number of RSUs to be received by Mr. Beer would be determined by dividing the award value by the closing price of the Company's stock on the date of the RSU grant; and (c) the RSU grant would (i) represent the contingent right to receive shares of the Company's common stock valued at \$1,000,000,

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and (ii) vest 100% on the third anniversary of the Hire Date, assuming continued employment through the vesting date. Based on the foregoing, on the Window Opening, 6,416 RSUs were granted to Mr. Beer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.