

Express Scripts Holding Co.
Form 4
February 27, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROPER WILLIAM L

(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)
02/25/2014

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)

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	(A) or (D)	Price		
Common Stock	02/25/2014		M		538	A	\$ 36.5	10,935.674	D
Common Stock	02/25/2014		M		10,644	A	\$ 34.79	21,579.674	D
Common Stock	02/25/2014		M		11,587	A	\$ 32.94	33,166.674	D
Common Stock	02/25/2014		M		9,835	A	\$ 43.66	43,001.674	D
Common Stock	02/25/2014		M		8,892	A	\$ 47.07	51,893.674	D

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Common Stock 02/25/2014 S 41,496 D \$ 74.075 10,397.674 D (1)

Common Stock 52 I By IRA

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 (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)	8. Amount or Number of Shares of Underlying Security
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of S
Non-Qualified Stock Option (Right-to-Buy)	\$ 36.5	02/25/2014		M	538	<u>(3)</u> 12/10/2017	Express Scripts Holding Company Common Stock	5
Non-Qualified Stock Option (Right-to-Buy)	\$ 34.79	02/25/2014		M	10,644	<u>(4)</u> 05/21/2018	Express Scripts Holding Company Common Stock	10,
Non-Qualified Stock Option (Right-to-Buy)	\$ 32.94	02/25/2014		M	11,587	<u>(5)</u> 05/20/2019	Express Scripts Holding Company Common Stock	11,
Non-Qualified Stock Option (Right-to-Buy)	\$ 43.66	02/25/2014		M	9,835	<u>(6)</u> 05/12/2020	Express Scripts Holding Company	9,

Non-Qualified Stock Option (Right-to-Buy)	\$ 47.07	02/25/2014	M	8,892	(7)	05/24/2021	Common Stock Express Scripts Holding Company Common Stock	8.
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROPER WILLIAM L C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121			X	

Signatures

/s/ William L.
Roper 02/26/2014

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).

(1) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.00 to \$74.33, inclusive. The Reporting Person undertakes to provide to Express Scripts Holding Company, any security holder of Express Scripts Holding Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

(2) Grant of stock options pursuant to the Medco Health Solutions, Inc. 2002 Stock Incentive Plan, and assumed by the Issuer under the Agreement and Plan of Merger, dated as of July 20, 2011, as amended on November 7, 2011, by and among Express Scripts, Inc., Medco Health Solutions, Inc., the Issuer, Aristotle Merger Sub, Inc., and Plato Merger Sub, Inc.

(3) All shares vested on December 11, 2008.

(4) All shares vested on May 22, 2009.

(5) All shares vested on May 21, 2010.

(6) All shares vested on May 12, 2011.

(7) All shares vested on May 24, 2012.

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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