

Hall Jeffrey  
Form 4  
April 04, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Hall Jeffrey

(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)

04/02/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
EVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | Code V Amount (A) or (D) Price                                    |   |  |                                   |
| Common Stock                    | 04/02/2012                           |  | A <sup>(1)</sup>               | 103,357 A   | 103,357   | D  |                                   |

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

**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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: Hall Jeffrey - Form 4

| 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 Underlying Security (Instr. 3 and 4) |                  |                 |  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title  |
| Non-Qualified Stock Option (Right-to-Buy)  | \$ 35.77   | 04/02/2012                           |  | A <sup>(1)</sup>               |   | 71,560   |   | <sup>(2)</sup>   | 05/27/2015      | Express Scripts Holding Company Common Stock |
| Non-Qualified Stock Option (Right-to-Buy)  | \$ 35.77   | 04/02/2012                           |  | A <sup>(1)</sup>               |   | 81,102   |   | <sup>(2)</sup>   | 05/27/2015      | Express Scripts Holding Company Common Stock |
| Non-Qualified Stock Option (Right-to-Buy)  | \$ 22.87   | 04/02/2012                           |  | A <sup>(1)</sup>               |   | 126,460  |   | <sup>(2)</sup>   | 03/02/2016      | Express Scripts Holding Company Common Stock |
| Non-Qualified Stock Option (Right-to-Buy)  | \$ 49.495  | 04/02/2012                           |  | A <sup>(1)</sup>               |   | 59,166   |   | <sup>(3)</sup>   | 03/03/2017      | Express Scripts Holding Company Common Stock |
| Non-Qualified Stock Option (Right-to-Buy)  | \$ 56.5  | 04/02/2012                           |  | A <sup>(1)</sup>               |   | 61,747   |   | <sup>(4)</sup>   | 03/02/2018      | Express Scripts Holding Company Common Stock |
| Non-Qualified Stock Option (Right-to-Buy)  | \$ 53.05   | 04/02/2012                           |  | A <sup>(1)</sup>               |   | 81,780   |   | <sup>(5)</sup>   | 02/27/2019      | Express Scripts Holding Company Common Stock |
| Non-Qualified Stock Option (Right-to-Buy)  | \$ 53.05   | 04/02/2012                           |  | A <sup>(1)</sup>               |   | 15,595   |   | <sup>(6)</sup>   | 02/27/2019      | Express Scripts Holding                      |

|                       |      |            |                  |           |            |            |  | Company<br>Common<br>Stock                                  |
|-----------------------|------|------------|------------------|-----------|------------|------------|--|---|
| Phantom Stock<br>Unit | \$ 0 | 04/02/2012 | A <sup>(1)</sup> | 1,253.825 | <u>(7)</u> | <u>(7)</u> |  | Express<br>Scripts<br>Holding<br>Company<br>Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Hall Jeffrey<br>C/O EXPRESS SCRIPTS HOLDING COMPANY<br>ONE EXPRESS WAY<br>ST. LOUIS, MO 63121 |               |           | EVP & Chief Financial Officer |       |

## Signatures

Jeffrey Hall                      04/02/2012  
 \_\_Signature of                      Date  
 Reporting Person

## 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).

Common stock and derivative securities of the Issuer were acquired pursuant to 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. (the "Merger Agreement"). Upon closing of the transactions contemplated by the Merger

- (1) Agreement, Express Scripts, Inc. became a wholly owned subsidiary of the Issuer, and each share of common stock of Express Scripts, Inc. was converted into one share of common stock of the Issuer. Derivative securities relating to the common stock of Express Scripts, Inc. were converted into derivative securities relating to an equal number of shares of common stock of the Issuer with substantially the same terms and conditions (including vesting schedule and exercise price, if applicable).
- (2) Vests in three (3) equal installments of the first three (3) anniversaries of the grant date.
- (3) Vests in three (3) equal installments on February 28, 2011, February 28, 2012, and February 28, 2013.
- (4) Vests in three (3) equal installments on February 28, 2012, February 28, 2013, and February 28, 2014.
- (5) Vests in three (3) equal installments on February 28, 2013, February 28, 2014, and February 28, 2015.
- (6) Employee Stock Option, contingent upon consummation of the Medco Merger. Options vest in full on February 28, 2014, provided that the Medco Merger transaction is consummated.
- (7) Phantom Stock Units credited under Executive Deferred Compensation Plan. Upon distribution each Phantom Stock Unit converts to one share of Common Stock. Shares vest three (3) years after the plan year to which such credit relates.

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.