

MCKESSON CORP

Form 4

September 11, 2008

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HAMMERGREN JOHN H**

(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)  
**09/09/2008**

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)

Chairman, President & CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 09/09/2008                              |   | M                                    | 43,666 A  | \$ 29.8125 43,666  | D   |   |
| Common<br>Stock                       | 09/09/2008                              |   | S                                    | 43,666<br>(1) D   | \$ 58.2955 0   | D   |   |
| Common<br>Stock                       | 09/09/2008                              |   | M                                    | 6,334 A   | \$ 28.25 6,334   | D   |   |
| Common<br>Stock                       | 09/09/2008                              |   | S                                    | 6,334<br>(1) D  | \$ 58.2955 0   | D   |   |
| Common<br>Stock                       | 09/10/2008                              |   | M                                    | 25,000 A  | \$ 28.25 25,000  | D   |   |

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|              |            |   |               |   |            |            |   |                                   |
|--------------|------------|---|---------------|---|------------|------------|---|-----------------------------------|
| Common Stock | 09/10/2008 | S | 25,000<br>(1) | D | \$ 58.1426 | 0          | D |                                   |
| Common Stock |            |   |               |   |            | 262,567.92 | I | By Trust (2)                      |
| Common Stock |            |   |               |   |            | 3,906.0673 | I | By Profit-Sharing Investment Plan |

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)

| 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         |
| Employee Stock Option (Right-to-buy)       | \$ 29.8125   | 09/09/2008                           |  | M                              | 43,666<br>(1)   | (3) 08/16/2009   | Common Stock  | 43,666                        |
| Employee Stock Option (Right-to-buy)       | \$ 28.25   | 09/09/2008                           |  | M                              | 6,334<br>(1)  | (4) 10/30/2010   | Common Stock  | 6,334                         |
| Employee Stock Option (Right-to-buy)       | \$ 28.25   | 09/10/2008                           |  | M                              | 25,000<br>(1)   | (4) 10/30/2010   | Common Stock  | 25,000                        |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| HAMMERGREN JOHN H<br>ONE POST STREET<br>SAN FRANCISCO, CA 94104 | X Chairman, President & CEO      |

## Signatures

Donna Spinola,  
Attorney-in-fact

09/11/2008

\_\_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) Option exercise and sale were pursuant to a previously adopted plan dated 06/13/2008, intended to comply with Rule 10b5-1(c).  
Represents 187,567.92 shares held under the Hammergren Family Trust Agreement, November 1997; 37,500 shares held under the JHH
- (2) 2008 Grantor Retained Annuity Trust Agreement No. 1; and 37,500 shares held under the WLH 2008 Grantor Retained Annuity Trust Agreement No. 1.
- (3) This option vested in 3 installments; 50% on the 2nd grant date anniversary and 25% on each of the 3rd and 4th grant date anniversary.
- (4) This option vested 25% per year commencing on the first anniversary of the date of grant, 10/30/2000.

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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