Express Scripts Holding Co.

Form 4 March 07, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Smith Catherine R			2. Issuer Name and Ticker or Trading Symbol Express Scripts Holding Co. [ESRX]	5. Relationship of Reporting Person(s) to Issuer		
-,	(First) (Middle) RESS SCRIPTS G COMPANY, ONE S WAY		3. Date of Earliest Transaction (Month/Day/Year) 03/05/2014	(Check all applicable) Director 10% OwnerX Officer (give title Other (specify below) Exec. VP & CFO		
(Street) ST. LOUIS, MO 63121			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
(City) (State) (Zip)		(Zip)	Table I - Non-Derivative Securities Aco	Person unired, Disposed of, or Beneficially Owned		

(01.5)	Table				e I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies Acq	uired	5. Amount of	6. Ownership	7. Nature of			
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dis	sposed of	of	Securities	Form: Direct	Indirect			
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial			
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5))	Owned	Indirect (I)	Ownership			
							Following	(Instr. 4)	(Instr. 4)			
					(4)		Reported					
					(A) or		Transaction(s)					
			Code V	Amount		Price	(Instr. 3 and 4)					
Common	00/07/00/			44.004		\$0	11.001	_				
Stock	03/05/2014		A	11,881	A	(1)	11,881	D				
200011						_						
Common Stock	03/05/2014		A	25,923	A	\$ 0 (2)	37,804	D				

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

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S
Non-Qualified Stock Option (Right-to-Buy)	\$ 77.15	03/05/2014		A	50,761	(3)	03/05/2021	Express Scripts Holding Company Common Stock	50,

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Smith Catherine R C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121

Exec. VP & CFO

Relationships

Signatures

/s/ Martin P. Akins, as Attorney-in-Fact for Catherine R.
Smith

03/07/2014

**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) Grant of restricted stock units pursuant to Express Scripts, Inc. 2011 Long-Term Incentive Plan. Awards vest in three equal installments on February 28, 2015, February 28, 2016 and February 28, 2017.
- (2) Grant of restricted stock units pursuant to Express Scripts, Inc. 2011 Long-Term Incentive Plan. Awards vest in three equal installments on February 28, 2016, February 28, 2017 and February 28, 2018.
- Grant of stock option pursuant to Express Scripts, Inc. 2011 Long-Term Incentive Plan. Vests in three equal installments on February 28, 2015, February 28, 2016, and February 28, 2017.

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.

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