

MCKESSON CORP
Form 4
May 27, 2008

FORM 4

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

OMB APPROVAL

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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 *
OWEN MARC E

(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)
05/22/2008

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)
EVP, Corp.Strategy & Bus. Dev.

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 Price (D) | | |
| Common Stock | 05/22/2008 | | M | | 14,535 A \$ 0 | 17,588.458 (2) | D |
| Common Stock | 05/22/2008 | | F | | 5,197 (1) D \$ 57.98 | 12,391.458 (2) | D |
| Common Stock | 05/24/2008 | | M | | 3,046 A \$ 0 | 15,437.458 (2) | D |
| Common Stock | 05/24/2008 | | F | | 1,089 (4) D \$ 57.22 | 14,348.458 (2) | D |
| Common Stock | | | | | | 1,241.2969 | I By Profit-Sharing Investment |

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. 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 Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Performance Restricted Stock Units | \$ 0 | 05/22/2008 | | M | 14,535 | (3) | (3) | Common Stock | 14,535 |
| Performance Restricted Stock Units | \$ 0 | 05/24/2008 | | M | 3,046 | (5) | (5) | Common Stock | 3,046 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| OWEN MARC E ONE POST STREET SAN FRANCISCO, CA 94104 | | | EVP, Corp.Strategy & Bus. Dev. | |

Signatures

Donna Spinola,
Attorney-in-fact

05/27/2008

**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) This transaction represents a withholding of shares to cover taxes applicable to a vesting of Performance Restricted Stock Units on May 22, 2008, also reported on this Form 4.

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- (2) Includes 3,053.4585 shares purchased pursuant to the Company's ESPP.
- (3) These units were granted on May 22, 2007 and vest as follows: 50% on the first anniversary of the grant date and 50% on the third anniversary of the grant date.
- (4) This transaction represents a withholding of shares to cover taxes applicable to a vesting of Performance Restricted Stock Units on May 24, 2008, also reported on this Form 4.
- (5) These units vested 100% on 05/24/08.

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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