

CAMPBELL JEFFREY C  
Form 4  
May 27, 2009

**FORM 4**

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

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 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 \*  
CAMPBELL JEFFREY C

(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)  
05/22/2009

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, Chief Financial Officer

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 or Price   |  |   |
| Common Stock                    | 05/22/2009                           |  | M                              |   | 18,018 A \$ 0   | 34,593   | D   |
| Common Stock                    | 05/22/2009                           |  | F                              |   | 6,442 (1) D \$ 40.89  | 28,151   | D   |
| Common Stock                    | 05/23/2009                           |  | M                              |   | 30,500 A \$ 0   | 58,651   | D   |
| Common Stock                    | 05/23/2009                           |  | F                              |   | 13,310 (1) D \$ 40.89   | 45,341   | D   |
| Common Stock                    | 05/25/2009                           |  | M                              |   | 20,000 A \$ 0   | 65,341   | D   |

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Common Stock 05/25/2009 F 9,150<sup>(1)</sup> D \$ 40.89 56,191 D

Common Stock 949.2047 I By Profit-Sharing Investment Plan

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. 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 (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------|---|--|--|
|  |  |                                      |  | Code               | V (A) (D)   | Date Exercisable Expiration Date                         | Title                                    |
| Restricted Stock Units                     | \$ 0   | 05/22/2009                           |  | M                  | 18,018  | <u>(2)</u> <u>(2)</u>                                    | Common Stock                             |
| Restricted Stock Units                     | \$ 0   | 05/23/2009                           |  | M                  | 30,500  | <u>(3)</u> <u>(3)</u>                                    | Common Stock                             |
| Restricted Stock Units                     | \$ 0   | 05/25/2009                           |  | M                  | 20,000  | <u>(4)</u> <u>(4)</u>                                    | Common Stock                             |
| Restricted Stock Units                     | \$ 0   | 05/26/2009                           |  | A                  | 78,638  | <u>(5)</u> <u>(5)</u>                                    | Common Stock                             |
| Employee Stock Option (Right-to-buy)       | \$ 40.46   | 05/26/2009                           |  | A                  | 214,000   | <u>(6)</u> 05/26/2016                                    | Common Stock                             |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| CAMPBELL JEFFREY C<br>ONE POST STREET<br>SAN FRANCISCO, CA 94104 |               |           | EVP, Chief Financial Officer |       |

## Signatures

Donna Spinola,  
Attorney-in-fact

05/27/2009

\_\_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 RSUs also reported on this Form 4.
- (2) These units were granted on 5/20/2008 and vest as follows: 50% on 5/22/2009 and 50% on 5/22/2011.
- (3) These units were granted on 5/23/2006 and vest as follows: 50% on 5/23/2007 and 50% on 5/23/2009.
- (4) These units were granted on 05/25/2004 and vest as follows: 100% vests on 5/25/2009.
- (5) These units vest 100% on May 20, 2012.
- (6) This option granted 5/26/2009 vests 25% per year commencing on the first anniversary of the grant date.

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.