Edgar Filing: MCKESSON CORP - Form 4

| MCKESSON C Form 4 | CORP | | | | | | | | | |
|---|--|---|--|--|------------------------|--|--|--|---|--|
| July 28, 2016 | | | | | | | | | | |
| FORM 4 | | OMB APPROVAL | | | | | | | | |
| UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | | 3235-0287 | |
| Check this b if no longer subject to Section 16. Form 4 or Form 5 obligations may continue See Instruction 1(b). | STATEN Filed pur e. Section 17(| 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 Resp | ponses) | | | | | | | | | |
| MUELLER EDWARD A S | | | 2. Issuer Name and Ticker or Trading Symbol MCKESSON CORP [MCK] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) | (First) (I | Middle) | 3. Date of Earliest Transaction | | | _X_ Director10% Owner | | | | |
| ONE POST STREET | | | (Month/Day/Year) 07/27/2016 | | | | Officer (give titleOther (specify below) | | | |
| | | | Amendment, Date Original I(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person | | | | |
| SAN FRANCI | SAN FRANCISCO, CA 94104 Form filed by More than One Reporting Person | | | | | | | | | |
| (City) | (State) | (Zip) | Tab | ole I - Non-J | Derivativ | e Securities | Acquired, Disposed | of, or Beneficia | lly Owned | |
| | Fransaction Date onth/Day/Year) | 2A. Deemo Execution any (Month/Da | Date, if | 3. Transactic Code (Instr. 8) Code V | Disposed (Instr. 3, | l (A) or l of (D) | 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) | |
| Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number. | | | | | | | | | | |

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number | 6. Date Exercisable and | 7. Title and Amount of | 8. Price |
|-------------|-------------|---------------------|--------------------|------------|------------|-------------------------|------------------------|-----------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onof | Expiration Date | Underlying Securities | Derivat |
| Security | or Exercise | | any | Code | Derivative | (Month/Day/Year) | (Instr. 3 and 4) | Securit |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Securities | | | (Instr. : |

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| | Derivative Security | | | (A) Dis of ((In: | cquired A) or bisposed f (D) (nstr. 3, 4, nd 5) | | | | | |
|--|------------------------|------------|--------|----------------------------|--|---------------------|--------------------|-----------------|--|------|
| | | | Code V | V (A | .) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units (RSUs) | \$0 | 07/27/2016 | A | 91 | 5 | <u>(1)</u> | <u>(1)</u> | Common Stock | 915 | \$ C |
| Restricted Stock Units (RSUs) | \$ 0 | 07/27/2016 | A | 12 | 7 | (2) | (2) | Common Stock | 127 | \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| MUELLER EDWARD A ONE POST STREET SAN FRANCISCO, CA 94104 | Х | | | | | | |
| Signatures | | | | | | | |
| Donna Spinola, Attorney-in-fact | 07/2 | 28/2016 | | | | | |

**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) RSUs granted pursuant to an automatic annual grant under the 2013 Stock Plan. This grant vests immediately, however, receipt of the underlying shares is deferred unitl the Director leaves the Board.
- (2) RSUs granted to Director pursuant to an automatic annual grant under the 2013 Stock Plan for the Lead Independent Director retainer. This grant vests immediately, however, receipt of the underlying shares is deferred until the Director leaves the Board.

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.