

Elliott Kelley  
 Form 3  
 December 22, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * Elliott Kelley (Last) (First) (Middle)  13900 RIVERPORT DRIVE (Street)  MARYLAND HEIGHTS, MO 63043 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/14/2005	3. Issuer Name and Ticker or Trading Symbol EXPRESS SCRIPTS INC [ESRX]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Accounting Officer	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	896	D	^

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable      Expiration Date	Title      Amount or Number of			

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				Shares		(I) (Instr. 5)	
Non-Qualified Stock Option (Right-to-Buy)	Â (1)	12/18/2009	Common Stock	328	\$ 23.975	D	Â
Non-Qualified Stock Option (Right-to-Buy)	Â (2)	03/05/2011	Common Stock	1,432	\$ 37.58	D	Â
Non-Qualified Stock Option (Right-to-Buy)	Â (3)	03/01/2012	Common Stock	2,912	\$ 38.64	D	Â
Non-Qualified Stock Option (Right-to-Buy)	Â (4)	05/24/2012	Common Stock	2,200	\$ 47.14	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Elliott Kelley 13900 RIVERPORT DRIVE MARYLAND HEIGHTS, MO 63043	Â	Â	Â Chief Accounting Officer	Â

## Signatures

Kelley Rae  
Elliott  
12/15/2005

\*\*Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) 2/3 of the original Option granted has vested and been exercised. This final portion of this Option vested December 18 2005.
- (2) Option vests in three equal installments on March 5, 2005, March 5, 2006, and March 5, 2007.
- (3) Option vests in three equal installments on March 1, 2006, March 1, 2007, and March 1, 2008.
- (4) Option vests 1/3 on May 24, 2007, and 2/3 on May 24, 2008.

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.