

MCKESSON CORP  
Form 4  
May 30, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Seeger Lauren

(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)  
05/29/2014

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,GC & Chief Compl. 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 05/29/2014                           |  | S                              | D   | 7,488 (1)<br>\$ 186.9061  | 0  | D   |
| Common Stock                    | 05/29/2014                           |  | M                              | A   | 5,750 (2)<br>\$ 83.51   | 5,750  | D   |
| Common Stock                    | 05/29/2014                           |  | S                              | D   | 5,750 (2)<br>\$ 186.8928  | 0  | D   |
| Common Stock                    | 05/29/2014                           |  | M                              | A   | 7,583 (2)<br>\$ 67.81   | 7,583  | D   |
| Common Stock                    | 05/29/2014                           |  | S                              | D   | 7,583 (2)<br>\$ 186.8928  | 0  | D   |

Common Stock 1,361.3734 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. 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right-to-buy)       | \$ 83.51   | 05/29/2014                           |  | M                              | 5,750 (2)   | (3) 05/24/2018   | Common Stock  | 5,750                      |
| Employee Stock Option (Right-to-buy)       | \$ 67.81   | 05/29/2014                           |  | M                              | 7,583 (2)   | (4) 05/25/2017   | Common Stock  | 7,583                      |

### Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Seeger Lauren<br>ONE POST STREET<br>SAN FRANCISCO, CA 94104 |               |           | EVP,GC & Chief Compl. Officer |       |

### Signatures

Donna Spinola, Attorney-in-fact 05/30/2014  
 \*\*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) Sale pursuant to a previously adopted plan, intended to comply with Rule 10b5-1(c).
- (2) Option exercise and sale pursuant to a previously adopted plan, intended to comply with Rule 10b5-1(c).
- (3) Option granted 5/24/2011 vests 25% per year, commencing on the 1st anniversary of the grant date.
- (4) Option granted 5/25/2010 vests 25% per year, commencing on the 1st 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.

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