

Express Scripts Holding Co.

Form 3

September 11, 2015

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 *

McGinnis Christopher A
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
09/02/2015

3. Issuer Name and Ticker or Trading Symbol

Express Scripts Holding Co. [ESRX]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer ____ Other
(give title below) (specify below)
VP, Controller & Ch. Acct. Off

C/O EXPRESS SCRIPTS
HOLDING COMPANY, ONE
EXPRESS WAY

(Street)

ST. LOUIS, MO 63121

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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

4,475

D

A

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

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (Right-to-Buy)	Â <u>(1)</u>	03/06/2020	Express Scripts Holding Company Common Stock	1,217	\$ 58.17	D	Â
Non-Qualified Stock Option (Right-to-Buy)	Â <u>(2)</u>	03/05/2021	Express Scripts Holding Company Common Stock	4,232	\$ 77.15	D	Â
Non-Qualified Stock Option (Right-to-Buy)	Â <u>(3)</u>	03/04/2025	Express Scripts Holding Company Common Stock	3,658	\$ 84.83	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McGinnis Christopher A C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS,Â MOÂ 63121	Â	Â	Â VP, Controller & Ch. Acct. Off	Â

Signatures

/s/ Christopher A.
McGinnis

09/11/2015

__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) Grant of stock options pursuant to the Express Scripts, Inc. 2011 Long-Term Incentive Plan. Shares reflected herein vest on February 28, 2016.
 - (2) Grant of stock options pursuant to the Express Scripts, Inc. 2011 Long-Term Incentive Plan. The unvested portion of this award (2,822 stock options) vests in two equal installments on February 28, 2016 and February 28, 2017.
 - (3) Grant of stock options pursuant to the Express Scripts, Inc. 2011 Long-Term Incentive Plan. Vests in three (3) equal installments on February 28, 2016, February 28, 2017, and February 28, 2018.

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Remarks:

EXHIBIT LIST - Exhibit 24 - Power of Attorney for Christopher A. McGinnis

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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