#### WENTWORTH TIMOTHY C

Form 4 March 08, 2018

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

5 D 1 (\* 1 \* CD - (\* D - ( ) (

3235-0287

**OMB APPROVAL** 

January 31, Expires: 2005

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Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

03/06/2018

Stock

1. Name and Address of Reporting Person * WENTWORTH TIMOTHY C			C Syr	2. Issuer Name and Ticker or Trading Symbol Express Scripts Holding Co. [ESRX]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)  C/O EXPRESS SCRIPTS HOLDING COMPANY, ONE EXPRESS WAY			Middle) 3. I (Mo 03/	3. Date of Earliest Transaction (Month/Day/Year) 03/06/2018				(Check all applicable)  _X_ Director 10% Owner _X_ Officer (give title Other (specify below)  President & CEO			
(Street) ST. LOUIS, MO 63121				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City)	(State)	(Zip)	Table I - Non-I	Derivative	Securi	ities Acqu	uired, Disposed of,	or Beneficiall	y Owned	
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dat any (Month/Day/Y	Code	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	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)	
	Common Stock	03/06/2018		A	80,257	A	\$0(1)	173,166.667	D		
	Common Stock	03/06/2018		A	28,242	A	\$ 0 (2)	201,408.667	D		
	Common	02/06/2019		E	12,808	D	\$	199 600 667	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

F

(3)

D

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

# 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.	6. Date Exerc	isable and	7. Title	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ite	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						_			or		
							Expiration		Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>1</b>	Director	10% Owner	Officer	Other		
WENTWORTH TIMOTHY C						
C/O EXPRESS SCRIPTS HOLDING COMPANY	X		President			
ONE EXPRESS WAY	Λ		& CEO			
ST. LOUIS, MO 63121						

## **Signatures**

/s/ Nick H. Varsam, as Attorney-in-Fact for Timothy C.
Wentworth

03/08/2018

\*\*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) Grant of restricted stock units pursuant to Express Scripts Holding Company 2016 Long-Term Incentive Plan. Awards vest in three equal installments on February 28, 2019, February 28, 2020, and February 28, 2021.
- (2) Vesting of performance shares granted under Express Scripts, Inc. 2011 Long-Term Incentive Plan.
- (3) Represents shares tendered to Company to cover Reporting Person's tax liability due upon vesting of performance shares.

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.

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