

SHAW JANE E
Form 4
January 30, 2003

FORM 4

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

OMB APPROVAL

— Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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| | | | | | | | | | | |
|--|--------------------------------------|--|--|---|---|--|---|---|--|--|
| 1. Name and Address of Reporting Person* SHAW, Jane E. | | | 2. Issuer Name and Ticker or Trading Symbol McKesson Corporation ("MCK") | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Day/Year January 29, 2003 | | <input checked="" type="checkbox"/> Director — | | |
| One Post Street | | | | | | | | 5. If Amendment, Date of Original (Month/Day/Year) | | 7. 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 |
| (Street) | | | San Francisco, CA 94104 | | | | <input type="checkbox"/> Other (specify below) | | | |
| (City) | (State) | (Zip) | | | | | 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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
| | | | Code | V | Amount | (A) or (D) | Price | | | |

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or | 11. Nature of Indirect Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|--|---|

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| | | | | & 5) | | Date Exer-cisable | Expira-tion Date | Title | Amount or Number of Shares | | Indirect (I) (Instr. 4) |
|--|----------|----------|--|------|----------------------|-------------------|------------------|--------------|----------------------------|--|-------------------------|
| | | | | Code | V (A) (D) | | | | | | |
| Director's Stock Option (Right to Buy) | \$ 28.60 | 01/29/03 | | A | 7,500 ⁽¹⁾ | 01/29/04 | 01/29/13 | Common Stock | 7,500 | | 7,500 D |
| Restricted Stock Units | \$ 0.00 | 01/29/03 | | A | 227 ⁽²⁾ | ⁽³⁾ | ⁽³⁾ | Common Stock | 227 | | 227 D |

Explanation of Responses:

- (1) Annual Stock Option grant made under the Issuer's 1997 Non-Employee Directors' Equity Compensation and Deferral Plan.
- (2) Restricted Stock Units credited to reporting person pursuant to her irrevocable election under the Issuer's 1997 Non-Employee Directors' Equity Compensation and Deferral Plan regarding the directors' annual retainer and committee chair annual retainer.
- (3) The units are to be distributed, as elected, after the reporting person leaves the Board.

By: /s/ **Kristina Veaco**
Attorney-in-Fact
 **Signature of Reporting Person

January 29, 2003
 Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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