

OWEN MARC E
Form 4
May 27, 2009

FORM 4

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

OMB APPROVAL

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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 *
OWEN MARC E

(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)
05/22/2009

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, Corp.Strategy & Bus. Dev.

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)
			Code	V Amount (A) or (D) Price			
Common Stock	05/22/2009		M	14,917 A \$ 0	18,611.148 (1)	D	
Common Stock	05/22/2009		F	5,333 (2) D \$ 40.89	13,278.148 (1)	D	
Common Stock	05/23/2009		M	20,413 A \$ 0	33,691.148 (1)	D	
Common Stock	05/23/2009		F	8,386 (2) D \$ 40.89	25,305.148 (1)	D	
Common Stock	05/25/2009		M	20,000 A \$ 0	45,305.148 (1)	D	

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Common Stock	05/25/2009	F	9,150 <u>(2)</u>	D	\$ 40.89	36,155.148 <u>(1)</u>	D	
Common Stock	05/26/2009	S	32,461 <u>(3)</u>	D	\$ 39.9338	3,694.148 <u>(1)</u>	D	
Common Stock						1,393.239	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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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 Underlying (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	
Restricted Stock Units	\$ 0	05/22/2009		M		14,917	<u>(4)</u>	<u>(4)</u>	Common Stock
Restricted Stock Units	\$ 0	05/23/2009		M		20,413	<u>(5)</u>	<u>(5)</u>	Common Stock
Restricted Stock Units	\$ 0	05/25/2009		M		20,000	<u>(6)</u>	<u>(6)</u>	Common Stock
Restricted Stock Units	\$ 0	05/26/2009		A	45,210		<u>(7)</u>	<u>(7)</u>	Common Stock
Employee Stock Option (Right-to-buy)	\$ 40.46	05/26/2009		A	116,000		<u>(8)</u>	05/26/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OWEN MARC E ONE POST STREET SAN FRANCISCO, CA 94104			EVP, Corp.Strategy & Bus. Dev.	

Signatures

Donna Spinola,
Attorney-in-fact

05/27/2009

__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) Includes 3,694.1485 shares purchased under the issuer's ESPP.
- (2) This transaction represents a withholding of shares to cover taxes applicable to a vesting of RSUs also reported on this Form 4.
- (3) Sale made pursuant to a previously adopted plan dated 03/13/2009, intended to comply with Rule 10b5-1(c).
- (4) These units vest 50% on 5/22/2009 and 50% on 5/22/2011.
- (5) These units vest 50% on 05/23/2007 and 50% on 5/23/2009.
- (6) These units vest 100% on 5/25/2009.
- (7) These units vest 100% on 5/20/2012.
- (8) This option granted 5/26/2009 vests 25% per year commencing on the first 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. 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.