

Spratt Randall N  
Form 4  
May 27, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Spratt Randall N

2. Issuer Name and Ticker or Trading Symbol  
MCKESSON CORP [MCK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
05/22/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, CIO

ONE POST STREET

(Street)

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

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

SAN FRANCISCO, CA 94104

(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 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 (D) Price			
Common Stock	05/22/2009		M	7,605 A \$ 0	25,685.522 (1)	D	
Common Stock	05/22/2009		F	2,719 (2) D \$ 40.89	22,966.522 (1)	D	
Common Stock	05/23/2009		M	8,250 A \$ 0	31,216.522 (1)	D	
Common Stock	05/23/2009		F	2,950 (2) D \$ 40.89	28,266.522 (1)	D	
Common Stock					2,650.6788	I	By Profit-Sharing Investment

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

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(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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0	05/22/2009		M			7,605	(3)	(3)	Common Stock
Restricted Stock Units	\$ 0	05/23/2009		M			8,250	(4)	(4)	Common Stock
Restricted Stock Units	\$ 0	05/26/2009		A		24,934		(5)	(5)	Common Stock
Employee Stock Option (Right-to-buy)	\$ 40.46	05/26/2009		A		115,000		(6)	05/26/2016	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spratt Randall N ONE POST STREET SAN FRANCISCO, CA 94104			EVP, CIO	

## 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 6479.523 shares acquired under the ESPP.

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- (2) This transaction represents a withholding of shares to cover taxes due applicable to a vesting of RSUs, also reported on this Form 4.
- (3) These units vest 50% on 5/22/2009 and 50% on 5/22/2011.
- (4) These units vest 50% on 5/23/2007 and 50% on 5/23/2009.
- (5) These units vest 100% on 05/20/2012.
- (6) This option granted 5/26/2009 vests 25% per year comencing 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.

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