

Akins Martin P.
Form 4
December 21, 2018

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 *
Akins Martin P.

2. Issuer Name and Ticker or Trading Symbol
Express Scripts Holding Co. [ESRX]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O EXPRESS SCRIPTS
HOLDING COMPANY, ONE
EXPRESS WAY

3. Date of Earliest Transaction
(Month/Day/Year)
12/20/2018

____ Director
 Officer (give title below) _____ Other (specify below)
Sr. VP & General Counsel

(Street)
ST. LOUIS, MO 63121

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

(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)
Common Stock	12/20/2018		D	(A) or (D) D	Amount 46,219.16 Price \$ 0 0	D	

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)

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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 Amount of Underlying Security (Instr. 3 and 4)	Amount of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (Right to Buy)	\$ 53.05	12/20/2018		D	1,964	<u>(2)</u>	02/27/2019	Express Scripts Holding Company Common Stock	1
Non-Qualified Stock Option (Right to Buy)	\$ 53.54	12/20/2018		D	1,547	<u>(2)</u>	05/15/2019	Express Scripts Holding Company Common Stock	1
Non-Qualified Stock Option (Right to Buy)	\$ 58.17	12/20/2018		D	4,280	<u>(2)</u>	03/06/2020	Express Scripts Holding Company Common Stock	4
Non-Qualified Stock Option (Right to Buy)	\$ 77.15	12/20/2018		D	5,946	<u>(2)</u>	03/05/2021	Express Scripts Holding Company Common Stock	5
Non-Qualified Stock Option (Right to Buy)	\$ 84.83	12/20/2018		D	5,626	<u>(2)</u>	03/04/2025	Express Scripts Holding Company Common Stock	5
Non-Qualified Stock Option (Right to Buy)	\$ 86.82	12/20/2018		D	34,909	<u>(2)</u>	12/01/2025	Express Scripts Holding Company Common Stock	3
Non-Qualified Stock Option	\$ 69.57	12/20/2018		D	48,735	<u>(2)</u>	03/09/2026	Express Scripts	4

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- (7) Basic Company Credit by the Issuer to Reporting Person's Account in the Executive Deferred Compensation Plan; shares vest 3 (three) years after the plan year to which such credit relates.

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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