



Edgar Filing: Express Scripts Holding Co. - Form 4

**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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

STERNBERG SEYMOUR  
C/O EXPRESS SCRIPTS HOLDING COMPANY  
ONE EXPRESS WAY  
ST. LOUIS, MO 63121

X

## Signatures

/s/ Martin P. Akins, as Attorney-in-Fact for Seymour Sternberg

03/03/2016

\_\_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).

The balance reflects the following changes in the form of Reporting Person's beneficial ownership of shares. On December 23, 2015, 3,928 shares held in a grantor retained annuity trust (GRAT I), and indirectly beneficially owned by Reporting Person, were transferred by GRAT I to, and were directly owned by, Reporting Person. On December 31, 2015, 14,039 shares held in a separate grantor retained (1) annuity trust (GRAT II), and indirectly beneficially owned by Reporting Person, were transferred by GRAT II to, and were directly owned by, Reporting Person. On December 31, 2015, 17,967 shares directly owned by Reporting Person were transferred to a new GRAT (GRAT III). On February 26, 2016, 17,098 shares held in GRAT II and 17,967 shares held in GRAT III, all of which were indirectly beneficially owned by Reporting Person, were transferred by GRAT II and GRAT III to, and are directly owned by, Reporting Person.

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.