

Express Scripts Holding Co.  
Form 3  
August 05, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *             |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |                                                      |
| Â Harper Matthew D                                    |         | (Month/Day/Year)                     | Express Scripts Holding Co. [ESRX]                                     |                                                      |
| (Last)                                                | (First) | (Middle)                             | 07/30/2013                                                             |                                                      |
| C/O EXPRESS SCRIPTS HOLDING COMPANY,Â ONE EXPRESS WAY |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)                                              |         |                                      | (Check all applicable)                                                 |                                                      |
| ST. LOUIS,Â MOÂ 63121                                 |         |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
| (City)                                                | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
|                                                       |         |                                      | (give title below) (specify below)                                     |                                                      |
|                                                       |         |                                      | VP & Interim CFO                                                       |                                                      |
|                                                       |         |                                      | 6. 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  |                                                      |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock                       | 36,119                                                   | D                                                                 | Â                                                        |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|

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|                                           | Date Exercisable | Expiration Date | Title                                        | Amount or Number of Shares | Security  | Direct (D) or Indirect (I) (Instr. 5) |   |
|-------------------------------------------|------------------|-----------------|----------------------------------------------|----------------------------|-----------|---------------------------------------|---|
| Non-Qualified Stock Option (Right-to-Buy) | Â <u>(1)</u>     | 02/26/2015      | Express Scripts Holding Company Common Stock | 11,626                     | \$ 31.92  | D                                     | Â |
| Non-Qualified Stock Option (Right-to-Buy) | Â <u>(1)</u>     | 03/02/2016      | Express Scripts Holding Company Common Stock | 16,074                     | \$ 22.87  | D                                     | Â |
| Non-Qualified Stock Option (Right-to-Buy) | Â <u>(2)</u>     | 03/03/2017      | Express Scripts Holding Company Common Stock | 11,210                     | \$ 49.495 | D                                     | Â |
| Non-Qualified Stock Option (Right-to-Buy) | Â <u>(3)</u>     | 03/02/2018      | Express Scripts Holding Company Common Stock | 9,262                      | \$ 56.5   | D                                     | Â |
| Non-Qualified Stock Option (Right-to-Buy) | Â <u>(4)</u>     | 11/17/2018      | Express Scripts Holding Company Common Stock | 14,917                     | \$ 43.77  | D                                     | Â |
| Non-Qualified Stock Option (Right-to-Buy) | Â <u>(5)</u>     | 02/27/2019      | Express Scripts Holding Company Common Stock | 11,531                     | \$ 53.05  | D                                     | Â |
| Non-Qualified Stock Option (Right-to-Buy) | Â <u>(6)</u>     | 03/06/2020      | Express Scripts Holding Company Common Stock | 7,586                      | \$ 58.17  | D                                     | Â |

# Reporting Owners

| Reporting Owner Name / Address                                                                    | Relationships |           |                    |       |
|---------------------------------------------------------------------------------------------------|---------------|-----------|--------------------|-------|
|                                                                                                   | Director      | 10% Owner | Officer            | Other |
| Harper Matthew D<br>C/O EXPRESS SCRIPTS HOLDING COMPANY<br>ONE EXPRESS WAY<br>ST. LOUIS, MO 63121 | Â             | Â         | Â VP & Interim CFO | Â     |

## Signatures

Matthew D.  
Harper

08/01/2013

     \*\*Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Vests in three (3) equal installments on the first three (3) anniversaries of the grant date.
- (2) Vests in three (3) equal installments on February 28, 2011, February 28, 2012, and February 28, 2013.
- (3) Vests in three (3) equal installments on February 28, 2012, February 28, 2013, and February 28, 2014.
- (4) Vests on November 17, 2013.
- (5) Vests in three (3) equal installments on February 28, 2013, February 28, 2014, and February 28, 2015.
- (6) Vests in three (3) equal installments on February 28, 2014, February 28, 2015, and February 28, 2016.

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.