Express Scripts Holding Co.

Form 5

February 14, 2017

OMB APPROVAL FORM 5

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

3235-0362 Number: January 31, Expires: 2005

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

OMB

See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

2. Issuer Name and Ticker or Trading Symbol Express Scripts Holding Co. [ESRX]	5. Relationship of Reporting Person(s) to Issuer (Charle all applicable)			
3. Statement for Issuer's Fiscal Year Ended	(Check all applicable)			
(Month/Day/Year)	X Director 10% Owner Officer (give title Other (specify			
12/31/2010	below) below)			
4. If Amendment, Date Original	6. Individual or Joint/Group Reporting			
Filed(Month/Day/Year)	(check applicable line)			
	Symbol Express Scripts Holding Co. [ESRX] 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2016 4. If Amendment, Date Original			

ST. LOUIS, MOÂ 63121

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(City)	(State)	Zip) Table	e I - Non-Deri	vative Sec	curitie	s Acqu	ired, Disposed o	f, or Beneficial	ly 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. Securi Acquired Disposed (Instr. 3,	d (A) od of (D) 4 and (A) or))	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/08/2016	Â	G	5,700	D	\$0	4,369 (1)	D	Â
Common Stock	11/23/2016	Â	G	6,589	D	\$0	4,369 (2)	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	2,758	I	By Spouse
Common Stock	Â	Â	Â	Â	Â	Â	15,778 <u>(1)</u> <u>(2)</u>	I	By 2016 GRAT

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

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SEC 2270 (9-02)

of D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable	Date	Title Numbe	Number	
									of	
					(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

STERNBERG SEYMOUR

C/O EXPRESS SCRIPTS HOLDING COMPANY
ONE EXPRESS WAY

Relationships

Director 10% Owner Officer Other

Signatures

ST. LOUIS, MOÂ 63121

/s/ Joseph Satorius, as Attorney-in-Fact for Seymour Sternberg

02/14/2017

**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 a November 1, 2016 transfer of 5,971 shares from the Reporting Person's grantor retained annuity trust (the (1) "GRAT") to the Reporting Person. These shares were previously reported as indirectly beneficially owned by the Reporting Person and are now reported as directly owned by the Reporting Person.
- The balance reflects a November 21, 2016 transfer of 6,589 shares from the Reporting Person's GRAT to the Reporting Person. These shares were previously reported as indirectly beneficially owned by the Reporting Person and are now reported as directly owned by the Reporting Person.

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Remarks:

EXHIBIT LIST - Exhibit 24 - Power of Attorney for Seymour Sternberg

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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