

MCKESSON CORP  
Form 4  
May 30, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
Seeger Lauren

(Last) (First) (Middle)  
ONE POST STREET  
(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/29/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
EVP,GC & Chief Compl. Officer

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

**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)
				(A) or (D)	Price		
Common Stock	05/29/2014		S	7,488 (1)	\$ 186.9061	D	
Common Stock	05/29/2014		M	5,750 (2)	\$ 83.51	D	
Common Stock	05/29/2014		S	5,750 (2)	\$ 186.8928	D	
Common Stock	05/29/2014		M	7,583 (2)	\$ 67.81	D	
Common Stock	05/29/2014		S	7,583 (2)	\$ 186.8928	D	

Common Stock	1,361.3734	I	By Profit-Sharing Investment Plan
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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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right-to-buy)	\$ 83.51	05/29/2014		M	5,750 <u>(2)</u>	<u>(3)</u> 05/24/2018	Common Stock	5,750
Employee Stock Option (Right-to-buy)	\$ 67.81	05/29/2014		M	7,583 <u>(2)</u>	<u>(4)</u> 05/25/2017	Common Stock	7,583

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
Seeger Lauren ONE POST STREET SAN FRANCISCO, CA 94104	EVP,GC & Chief Compl. Officer

## Signatures

Donna Spinola,  
Attorney-in-fact

05/30/2014

\_\_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) Sale pursuant to a previously adopted plan, intended to comply with Rule 10b5-1(c).
- (2) Option exercise and sale pursuant to a previously adopted plan, intended to comply with Rule 10b5-1(c).
- (3) Option granted 5/24/2011 vests 25% per year, commencing on the 1st anniversary of the grant date.
- (4) Option granted 5/25/2010 vests 25% per year, commencing on the 1st 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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