Express Scripts Holding Co. Form 5

securities beneficially owned directly or indirectly.

February 10, 2015

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer LAHOWCHIC NICHOLAS Symbol Express Scripts Holding Co. [ESRX] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title 12/31/2014 below) below) C/O EXPRESS SCRIPTS HOLDING COMPANY. ONE **EXPRESS WAY** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) ST. LOUIS, MOÂ 63121 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) (D) Price Amount Common Â Â G 11/04/2014 90 D \$0 26,304 D Stock Persons who respond to the collection of information SEC 2270 Reminder: Report on a separate line for each class of

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(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	Number	
									of	
					(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting owner runter reduces	Director	10% Owner	Officer	Other		
LAHOWCHIC NICHOLAS						
C/O EXPRESS SCRIPTS HOLDING COMPANY	λv	Â	â	Â		
ONE EXPRESS WAY	ΑΛ	А	А	А		
ST. LOUIS, MO 63121						

Signatures

/s/ Martin P. Akins, as Attorney-in-Fact for Nicholas J.

LaHowchic

02/10/2015

**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).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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. : 1; border-right-width: 1; border-bottom-width: 1"> Common Stock02/24/200502/24/200502/24/200502/24/200502/24/200502/24/2005S 100 D \$ 44.65 704,477 $\stackrel{(1)}{}$ D Common Stock02/24/200502/24/2005S 200 D \$ 44.65 704,277 $\stackrel{(1)}{}$ D Common Stock02/24/200502/24/2005S 100 D \$ 44.66 704,177 $\stackrel{(1)}{}$ D Common Stock02/24/200502/24/2005S 100 D \$ 44.67 704,077 $\stackrel{(1)}{}$ D Common Stock02/24/200502/24/2005S 100 D \$ 44.67 703,977 $\stackrel{(1)}{}$ D Common Stock02/24/200502/24/2005S 150 D \$ 44.73 703,677 $\stackrel{(1)}{}$ D Common Stock02/24/2005S 100 D \$ 44.75 703,577 $\stackrel{(1)}{}$ D Common Stock02/24/200502/24/2005S 100 D \$ 44.75 703,577 $\stackrel{(1)}{}$ D Common Stock02/24/200502/24/2005S 100 D \$ 44.75 703,477 $\stackrel{(1)}{}$ D Common Stock02/24/200502/24/2005S 100 D \$ 44.75 703,477 $\stackrel{(1)}{}$ D Common Stock02/24/200502/24/2005S 100 D \$ 44.75 703,477 $\stackrel{(1)}{}$ D Common Stock02/24/2005O2/24/2005S 100 D \$ 44.75 703,477 $\stackrel{(1)}{}$ D Common Stock02/24/2005O2/24/2005S 100 D \$ 44.75 703,477 $\stackrel{(1)}{}$ D Common Stock02/24/2005O2/24/2005S 100 D \$ 44.75 703,477 $\stackrel{(1)}{}$ D

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

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Reporting Owners 2

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/		Underly Securiti (Instr. 3	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 0	Director	10% Owner	Officer	Other				
FERRARI ANDREW U								
828 ARMISTEAD STREET	X							
WINCHESTER, VA 22601								

Signatures

Lynn E.

MacDonald 02/28/2005

**Signature of Person Date

Reporting Person

Explanation of Responses:

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Does not include Indirect Beneficial Ownership of 850 shares by wife. Mr. Ferrari disclaims beneficial ownership of these securities, and (1) this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

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