

MCKESSON CORP
Form 4
May 28, 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 *
HAMMERGREN JOHN H

(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)
05/24/2014

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)

Chairman, President & CEO

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) | (A) or (D) | 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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---|--|---|----------|
| Common Stock | 05/24/2014 | | M | 220,980 | A | \$ 0 | 220,980 | D | |
| Common Stock | 05/24/2014 | | F | 95,384 (1) | D | \$ 183.75 | 125,596 | D | |
| Common Stock | 05/27/2014 | | S | 62,798 (2) | D | \$ 183.3259 | 62,798 | D | |
| Common Stock | 05/28/2014 | | S | 62,798 (2) | D | \$ 183.2976 | 0 | D | |
| Common Stock | | | | | | | 590,257 (3) | I | By Trust |

| | | | |
|--------------|-----------|---|-----------------------------------|
| Common Stock | 4,097.056 | I | By Profit-Sharing Investment Plan |
|--------------|-----------|---|-----------------------------------|

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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | Date Exercisable | Expiration Date | Title | |
| | | | | Code V | (A) (D) | | |
| Restricted Stock Units | \$ 0 | 05/24/2014 | | M | 220,980 | <u>(4)</u> <u>(4)</u> | Common Stock |
| Restricted Stock Units | \$ 0 | 05/27/2014 | | A | 96,644 | <u>(5)</u> <u>(5)</u> | Common Stock |
| Employee Stock Option (Right-to-buy) | \$ 183.37 | 05/27/2014 | | A | 143,634 | <u>(6)</u> 05/27/2021 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HAMMERGREN JOHN H ONE POST STREET SAN FRANCISCO, CA 94104 | X | | Chairman, President & CEO | |

Signatures

Donna Spinola,
Attorney-in-fact

05/28/2014

**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).

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- (1) This transaction represents a withholding of shares to cover taxes applicable to a vesting of RSUs also reported on this Form 4.
- (2) Sale pursuant to a previously adopted plan, intended to comply with Rule 10b5-1(c).

Represents 465,241.925 shares held under the Hammergren Family Trust; 9,692 shares held in the JHH 2010 GRAT #7; 13,204 held in the JHH 2010 GRAT #8; 13,204 shares in the JHH 2010 GRAT #9; 13,204 held in the JHH 2010 GRAT #10; 13,205 held in the JHH 2010 GRAT #11; 9,692 shares held in the WLH 2010 GRAT #7; 13,203 in the WLH 2010 GRAT #8; 13,204 in the WLH 2010 GRAT #9; 13,204 in the WLH 2010 GRAT #10; 13,203 in the WLH 2010 GRAT #11.

- (4) These units vested 100% on 5/24/2014.
- (5) These units will vest 100% on 5/27/2017.
- (6) This option granted 5/27/2014 will vest 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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