

MYERS WOODROW A JR
Form 4
March 03, 2010

FORM 4

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

OMB APPROVAL

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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 *
MYERS WOODROW A JR

(Last) (First) (Middle)

C/O EXPRESS SCRIPTS,
INC., ONE EXPRESS WAY

(Street)

ST. LOUIS, MO 63121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EXPRESS SCRIPTS INC [ESRX]

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2010

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)

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 Ownership Beneficial (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/01/2010 | | M | 8,908 A | \$ 49.28 21,848 | D | |
| Common Stock | 03/01/2010 | | D | 4,552 D | \$ 96.44 17,296 | D | |
| Common Stock | 03/01/2010 | | M | 2,116 A | \$ 71.69 19,412 | D | |
| Common Stock | 03/01/2010 | | S | 2,116 D | \$ 95 17,296 | D | |
| Common Stock | 03/02/2010 | | S | 4,356 D | \$ 99.102 12,940 | D | |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Appreciation Right | \$ 49.28 | 03/01/2010 | | M | 8,908 | (1) 05/23/2014 | Express Scripts, Inc. Common Stock 8,900 |
| Non-Qualified Stock Option (Right-to-Buy) | \$ 71.69 | 03/01/2010 | | M | 2,116 | (3) 05/28/2015 | Express Scripts, Inc. Common Stock 2,116 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MYERS WOODROW A JR
C/O EXPRESS SCRIPTS, INC.
ONE EXPRESS WAY
ST. LOUIS, MO 63121

X

Signatures

Woodrow A.
Myers

03/03/2010

**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) Stock Appreciation Right vests in three equal installments on the first three anniversaries of the grant date.
- (2) Stock Appreciation Right granted pursuant to Express Scripts, Inc. 2000 Long-Term Incentive Plan.
- (3) Options vest in three equal installments on May 1, 2009, May 1, 2010, and May 1, 2011.
- (4) Grant of Stock Option pursuant to Express Scripts, Inc. 2000 Long-Term Incentive Plan.

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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