

HAMMERGREN JOHN H
Form 4
June 15, 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 *
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)
06/11/2010

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)
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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 06/11/2010 | | M | | 193,666 (1) | A | \$ 28.25 193,666 D |
| Common Stock | 06/11/2010 | | M | | 56,334 (1) | A | \$ 32.67 250,000 D |
| Common Stock | 06/11/2010 | | S | | 250,000 (1) | D | \$ 69.3759 0 D |
| Common Stock | 06/14/2010 | | M | | 168,666 (1) | A | \$ 32.67 168,666 D |
| Common Stock | 06/14/2010 | | M | | 6,334 (1) | A | \$ 34.94 175,000 D |

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| | | | | | | | | |
|--------------|------------|---|-----------------------|---|------------|---------------------------|---|-----------------------------------|
| Common Stock | 06/14/2010 | S | 175,000 <u>(1)</u> | D | \$ 69.9714 | 0 | D | |
| Common Stock | 06/15/2010 | M | 75,000 <u>(1)</u> | A | \$ 34.94 | 75,000 | D | |
| Common Stock | 06/15/2010 | S | 75,000 <u>(1)</u> | D | \$ 70.3709 | 0 | D | |
| Common Stock | | | | | | 538,789.925 <u>(2)</u> | I | By Trust |
| Common Stock | | | | | | 3,987.1735 | 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 Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | A |
| Employee Stock Option (Right-to-buy) | \$ 28.25 | 06/11/2010 | | M | 193,666 <u>(1)</u> | <u>(3)</u> 10/30/2010 | Common Stock | 1 | |
| Employee Stock Option (Right-to-buy) | \$ 32.67 | 06/11/2010 | | M | 56,334 <u>(1)</u> | <u>(4)</u> 01/31/2011 | Common Stock | 5 | |
| Employee Stock Option (Right-to-buy) | \$ 32.67 | 06/14/2010 | | M | 168,666 <u>(1)</u> | <u>(4)</u> 01/31/2011 | Common Stock | 1 | |
| Employee Stock Option (Right-to-buy) | \$ 34.94 | 06/14/2010 | | M | 6,334 <u>(1)</u> | 03/31/2005 <u>(4)</u> 05/25/2011 | Common Stock | | |
| Employee Stock Option (Right-to-buy) | \$ 34.94 | 06/15/2010 | | M | 75,000 <u>(1)</u> | 03/31/2005 <u>(4)</u> 05/25/2011 | Common Stock | 7 | |

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

06/15/2010

__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) Option exercise and sale were pursuant to a previously adopted plan dated May 11, 2010, intended to comply with Rule 10b5-1(c).

Represents 239,177.925 shares held under the Hammergren Family Trust; 11,174 shares held under the JHH 2008 GRAT; 11,174 shares held under the WLH 2008 GRAT; 82,479 shares held under the JHH GRAT No. 4; 82,479 shares held under the WLH GRAT No. 4;

(2) 14,038 shares held under the JHH GRAT No. 5; 14,038 shares held under the WLH GRAT No. 5; 14,038 shares held under the JHH GRAT No. 6; 14,038 shares held under the WLH GRAT No. 6; 14,038 shares held under the JHH GRAT No. 7; 14,038 shares held under the WLH GRAT No. 7; 14,039 shares held under the JHH GRAT No. 8; 14,039 shares held under the WLH GRAT No. 8

(3) This option granted 10/30/2000 vested 25% on 1st anniversary, 25% on 2nd anniversary, 25% on 3rd anniversary and 25% on 2/20/2004.

(4) This option granted 1/31/2001 vested 25% on 1st anniversary, 25% on 2nd anniversary and 50% on 1/27/2004.

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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