

MYERS WOODROW A JR
Form 4
May 09, 2013

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 *
MYERS WOODROW A JR

2. Issuer Name and Ticker or Trading Symbol
Express Scripts Holding Co. [ESRX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O EXPRESS SCRIPTS HOLDING COMPANY, ONE EXPRESS WAY

3. Date of Earliest Transaction (Month/Day/Year)
05/07/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

ST. LOUIS, MO 63121

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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		
				Code	V	Amount	
Common Stock	05/07/2013		S	D	2,000	\$ 61.073	13,825 D
Common Stock	05/08/2013		S	D	2,000	\$ 61.2495	11,825 D
Common Stock	05/08/2013		M	A	3,462	\$ 35.845	15,287 D
Common Stock	05/08/2013		M	A	6,000	\$ 30.83	21,287 D
Common Stock	05/08/2013		S	D	9,462	\$ 61.2517	11,825 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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SEC 1474
(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)	Amount or Number of Shares
Non-Qualified Stock Option (Right-to-Buy)	\$ 35.845	05/08/2013		M	3,462	⁽¹⁾ 05/28/2015	Express Scripts Holding Company Common Stock	3,462
Non-Qualified Stock Option (Right-to-Buy)	\$ 30.83	05/08/2013		M	6,000	⁽³⁾ 05/27/2016	Express Scripts Holding Company Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MYERS WOODROW A JR C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121	X			

Signatures

Woodrow Myers 05/09/2013
 **Signature of Date
 Reporting Person

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 Options vested in three equal installments on May 1, 2009, May 1, 2010, and May 1, 2011.

(2) Grant of Stock Options pursuant to Express Scripts, Inc. 2000 Long-Term Incentive Plan.

(3) Stock Options vested in three equal installments on May 1, 2010, May 1, 2011, and May 1, 2012.

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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ASSETS	Current Assets	Cash and marketable securities	3,198	0%	2,465	0%	-22.9%	Accounts receivable, net	498,146	5%	377,378	4%	-24.2%	Related parties	219,979	2%	337,150	4%	53.3%	Recoverable taxes and other	184,738	2%	519,452	6%	181.2%	Inventories	386,830	4%	96,786	1%	-75.0%	TOTAL CURRENT ASSETS	1,292,891	12%	1,333,231	14%	3.1%	Property and equipment, net	6,712,557	64%	5,998,481	64%	-10.6%	Excess of cost of investments in subsidiaries over book value, net	1,728,516	17%	1,622,050	17%	-6.2%	Other assets	676,769	7%	423,506	5%	-37.4%	TOTAL ASSETS	10,410,733	100%	9,377,269	100%	-9.9%	LIABILITIES AND SHAREHOLDERS' EQUITY	Current Liabilities	Accrued liabilities	817,259	8%	1,319,795	14%	61.5%	Related parties	38,317	0%	214,762	2%	460.5%	Accounts payable	436,193	4%	249,179	3%	-42.9%	Short-term debt	4,983,948	48%	4,476,243	48%	-10.2%	TOTAL CURRENT LIABILITIES	6,275,717	60%	6,259,979	67%	-0.3%	Noncurrent liabilities	600	0%	479	0%	-20.2%	TOTAL LIABILITIES	6,276,317	60%	6,260,458	67%	-0.3%	Minority interest	-60,936	-1%	-78,524	-1%	28.9%	Shareholders' Equity	Capital stock	17,516,863	168%	17,516,863	187%	0.0%	Capital contribution	107,930	1%	107,930	1%	0.0%	Legal reserve	31,191	0%	31,191	0%	0.0%	Net income (loss)	-869,763	-8%	-281,507	-3%	-67.6%	Accumulated earnings from prior years	-11,817,993	-114%	-13,406,266	-143%	13.4%	Excess from restatement of shareholders' equity	-772,876	-7%	-772,876	-8%	0.0%	TOTAL SHAREHOLDERS' EQUITY	4,195,352	40%	3,195,335	34%	-23.8%	TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	10,410,733	100%	9,377,269	100%	-9.9%
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GRUPO IUSACELL CELULAR CONSOLIDATED INCOME STATEMENT COMPARISON OF SECOND QUARTER 2005 WITH SECOND QUARTER 2004 (figures in thousands of constant June 30, 2005 Pesos) Growth 2Q04 2Q05 2T05/2T04 -----

REVENUE	Service	1,201,008	104.8%	1,581,651	106.6%	31.7%	Commissions (54,618)	-4.8%	(97,325)	-6.6%	78.2%	NET REVENUE	1,146,390	100.0%	1,484,326	100.0%	29.5%	Cost of services	498,233	43.5%	613,114	41.3%	23.1%	Handsets subsidy	177,672	15.5%	139,335	9.4%	-21.6%	TOTAL COSTS	675,905	59.0%	752,449	50.7%	11.3%	GROSS PROFIT	470,484	41.0%	731,876	49.3%	55.6%	Sales & advertising expenses	195,208	17.0%	258,681	17.4%	32.5%	General and administrative expenses	86,352	7.5%	113,546	7.6%	31.5%	TOTAL OPERATING EXPENSES	281,560	24.6%	372,227	25.1%	32.2%	OPERATING INCOME BEFORE DEPRECIATION AND AMORTIZATION	188,924	16.5%	359,649	24.2%	90.4%	Depreciation and amortization	462,314	40.3%	350,242	23.6%	-24.2%	OPERATING LOSS (Profit)	(273,390)	-23.8%	9,407	0.6%	-103.4%	(Profit) loss from fixed assets sales	4,817	0.4%	(7,150)	-0.5%	-248.4%	Other (income) expense	(8,156)	-0.7%	(2,149)	-0.1%	-73.7%	Interest expense, net	94,568	8.2%	120,465	8.1%	27.4%	Foreign exchange loss (gain)	186,174	16.2%	(202,484)	-13.6%	-208.8%	Gain from monetary position	(850)	-0.1%	14,213	1.0%	-1772.1%	INTEGRAL FINANCING COST	279,892	24.4%	(67,806)	-4.6%	-124.2%	LOSS BEFORE TAXES	(549,943)	-48.0%	86,512	5.8%	-115.7%	Equity participation in net loss (income) of subsidiaries	25	0.0%	--	.0%	-100.0%	Taxes	51,686	4.5%	42,796	2.9%	-17.2%	LOSS BEFORE MINORITY INTEREST	(601,654)	-52.5%	43,716	2.9%	-107.3%	Minority interest	2,348	0.2%	(2,651)	-0.2%	-212.9%	NET INCOME (LOSS)	(599,306)	-52.3%	41,065	2.8%	-106.9%
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GRUPO IUSACELL CELULAR CONSOLIDATED INCOME STATEMENT COMPARISON OF SIX MONTHS 2005 WITH SIX MONTHS 2004 (figures in thousands of constant June 30, 2005 Pesos) Growth 6M04 6M05 6M05/6M04 -----

REVENUE	Service	2,439,833	107.0%	3,035,212	107.0%	24.4%	Commissions (160,452)	-7.0%	(198,443)	-7.0%	23.7%	NET REVENUE	2,279,381	100.0%	2,836,769	100.0%	24.5%	Cost of services	962,692	42.2%	1,334,269	47.0%	38.6%	Handsets subsidy	428,266	18.8%	215,300	7.6%	-49.7%	TOTAL COSTS	1,390,958	61.0%	1,549,569	54.6%	11.4%	GROSS PROFIT	888,423	39.0%	1,287,199	45.4%	44.9%	Sales & advertising expenses	368,066	16.1%	538,878	19.0%	46.4%	General and administrative expenses	155,752	6.8%	234,467	8.3%	50.5%	TOTAL OPERATING EXPENSES	523,818	23.0%
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773,345 27.3% 47.6% OPERATING INCOME BEFORE DEPRECIATION AND AMORTIZATION 364,605 16.0%
513,854 18.1% 40.9% Depreciation and amortization 938,483 41.2% 697,902 24.6% -25.6% OPERATING LOSS
(573,878) -25.2% (184,048) -6.5% -67.9% (Profit) loss from fixed assets sales (66,621) -2.9% (6,981) -0.2% -89.5%
Other (income) expense (8,156) -0.4% 30,179 1.1% -470.0% Interest expense, net 190,057 8.3% 230,360 8.1% 21.2%
Foreign exchange loss (gain) 165,135 7.2% (193,010) -6.8% -216.9% Gain from monetary position (86,325) -3.8%
(20,638) -0.7% -76.1% INTEGRAL FINANCING COST 268,867 11.8% 16,712 0.6% -93.8% LOSS BEFORE
TAXES (767,968) -33.7% (223,958) -7.9% -70.8% Equity participation in net loss (income) of subsidiaries 50 0.0% --
0.0% -100.0% Taxes 103,803 4.6% 56,277 2.0% -45.8% LOSS BEFORE MINORITY INTEREST (871,821) -38.2%
(280,235) -9.9% -67.9% Minority interest 2,058 0.1% (1,272) 0.0% -161.8% NET LOSS (869,763) -38.2% (281,507)
-9.9% -67.6% CONTACT: Jose Luis Riera K., Chief Financial Officer, +011-55-5109-5927, or J. Victor Ferrer V.,
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