

MCKESSON CORP
Form 4
May 27, 2008

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 *
PURE PAMELA J

(Last) (First) (Middle)

1 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)
05/22/2008

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)

EVP, Pres. Provider Tech.

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 (A) or (D) Price			
Common Stock	05/22/2008		M	18,810 A \$ 0	22,283.973 (1)	D	
Common Stock	05/22/2008		F	7,985 (2) D \$ 57.98	14,298.973 (1)	D	
Common Stock	05/24/2008		M	6,662 A \$ 0	20,960.973 (1)	D	
Common Stock	05/24/2008		F	2,829 (5) D \$ 57.22	18,131.973 (1)	D	
Common Stock					1,291.351	I	By Profit-Sharing Investment

Common Stock		5 ⁽³⁾	I	Plan Cust'n son GA TAMA
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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Performance Restricted Stock Units	\$ 0	05/22/2008		M	18,810	<u>(4)</u>	<u>(4)</u>	Common Stock	18,810
Performance Restricted Stock Units	\$ 0	05/24/2008		M	6,662	<u>(6)</u>	<u>(6)</u>	Common Stock	6,662

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PURE PAMELA J 1 POST STREET SAN FRANCISCO, CA 94104	EVP, Pres. Provider Tech.

Signatures

Donna Spinola, Attorney-in-fact	05/27/2008
<u> </u> 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) Includes 3,473.9731 shares purchased pursuant to the Company's ESPP.
- (2) This transaction represents a withholding of shares to cover taxes applicable to a vesting of Performance Restricted Stock Units on May 22, 2008, also reported on this Form 4.
- (3) Prior gift to minor son. The reporting person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares.
- (4) These units were granted on May 22, 2007 and vest as follows: 50% on the first anniversary of the grant date and 50% on the third anniversary of the grant date.
- (5) This transaction represents a withholding of shares to cover taxes applicable to a vesting of Performance Restricted Stock Units on May 24, 2008, also reported on this Form 4.
- (6) These units vested 100% on 05/24/08.

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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