

MCKESSON CORP

Form 4

May 27, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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)
05/24/2015

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)
Common Stock	05/24/2015		M	157,590 A	\$ 0	157,590	D
Common Stock	05/24/2015		F	67,528 (1) D	\$ 240.61	90,062	D
Common Stock	05/26/2015		S	30,062 (2) D	\$ 238.9721	60,000	D
Common Stock					590,256.925 (3)	I	By Trust
Common Stock					4,108.523	I	By Profit-Sharing Investment

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)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0	05/24/2015		M			157,590	<u>(4)</u>	<u>(4)</u>	Common Stock
Employee Stock Option (Right-to-buy)	\$ 237.86	05/26/2015		A		114,283		<u>(5)</u>	05/26/2022	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 05/27/2015

__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) 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).

(3) Represents 469,416.925 shares held under the Hammergren Family Trust; 8,887 shares held in the JHH 2010 GRAT #7; 12,879 held in the JHH 2010 GRAT #8; 12,879 shares in the JHH 2010 GRAT #9; 12,879 held in the JHH 2010 GRAT #10; 12,880 held in the JHH 2010 GRAT #11; 8,902 shares held in the WLH 2010 GRAT #7; 12,883 in the WLH 2010 GRAT #8; 12,884 in the WLH 2010 GRAT #9; 12,884 in the WLH 2010 GRAT #10; 12,883 in the WLH 2010 GRAT #11.

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(4) These units vested 100% on 5/24/2015.

(5) This option granted 05/26/2015 will vest 25% annually, commencing on the first 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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