

Neville Everett
 Form 4
 February 05, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Neville Everett

(Last) (First) (Middle)

C/O EXPRESS SCRIPTS
 HOLDING COMPANY, ONE
 EXPRESS WAY

(Street)

ST. LOUIS, MO 63121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Express Scripts Holding Co. [ESRX]

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

02/01/2018

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)
 Exe VP, Strat, Sup Chn & Spclt

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 (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Unit ⁽¹⁾	\$ 0 ⁽²⁾	02/01/2018	A		185.0332		⁽³⁾	⁽³⁾	Express Scripts Holding Company Common Stock	185.0332

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Neville Everett C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121			Exe VP, Strat, Sup Chn & Spclt	

Signatures

/s/ Nick H. Varsam, as Attorney-in-Fact for Everett Neville

 **Signature of Reporting Person
 02/05/2018
 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) Phantom Stock Unit credited under the Company's Executive Deferred Compensation Plan.
- (2) Upon distribution each Phantom Stock Unit converts to one share of the Company's Common Stock.
- (3) Basic Company Credit by Express Scripts Holding Company to Participant's Account in the Executive Deferred Compensation Plan; shares vest 3 (three) years after the plan year to which such credit relates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

at Cost(d)

Value(e)

Stable Value Fund

Synthetic Guaranteed Investment Contracts

Explanation of Responses:

Underlying Portfolio (continued)

494,366

STRUCTURED ASSET SECS CORP

1/25/2031

3.36%

Explanation of Responses:

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\$

491,373

\$

450,004

38,623

STRUCTURED ASSET SECS CORP

3/25/2032

6.50%

38,708

38,416

153,534

STRUCTURED ASSET SECS CORP

9/25/2033

5.50%

Explanation of Responses:

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154,062

154,120

500,000

STUDENT LN CONSLDTN CTR

3/1/2042

1.00%

455,000

452,150

400,000

STUDENT LN CONSLDTN CTR

7/1/2042

1.00%

367,063

Explanation of Responses:

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361,720

500,000

STUDENT LN CONSLDTN CTR

3/1/2042

1.00%

455,000

452,150

313,000

SUNCOR ENERGY INC

6/1/2018

6.10%

322,446

359,882

Explanation of Responses:

400,000

SVB FINANCIAL GROUP

9/15/2020

5.38%

397,200

384,632

300,000

SWEDISH HOUSING FIN CORP

3/23/2012

3.13%

310,832

308,545

180,213

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SYSTEMS 2001 A T LLC

12/15/2011

7.16%

188,863

187,421

350,000

TALISMAN ENERGY

6/1/2019

7.75%

415,143

432,093

205,000

TCI COMMUNICATIONS INC

Explanation of Responses:

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8/1/2015

8.75%

263,310

252,332

345,000

TEACHERS INSUR + ANNUITY

12/16/2039

6.85%

344,562

403,651

50,000

TELE COMMUNICATIONS INC

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8/1/2013

7.88%

57,732

57,172

225,000

TELECOM ITALIA CAPITAL

9/30/2014

4.95%

221,374

230,522

500,000

TELEFONICA EMISIONES S A U

6/20/2016

Explanation of Responses:

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	6.42%
	500,000
	546,496
	275,000
TELEFONICA SA	
	7/15/2019
	5.88%
	275,000
	280,982
	330,000
TELEFONOS DE MEXICO SAB	
	11/15/2019
	5.50%
Explanation of Responses:	12

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329,119

348,370

300,000

TENNESSEE VALLEY AUTHORITY

9/15/2060

4.63%

296,079

280,606

390,000

TIME WARNER CABLE INC

7/1/2013

6.20%

389,173

Explanation of Responses:

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433,146

180,000

TIME WARNER CABLE INC

5/1/2017

5.85%

171,437

200,844

700,000

TORONTO DOMINION BANK

7/29/2015

2.20%

699,013

688,575

Explanation of Responses:

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	595,000
TOTAL CAPITAL SA	
	3/15/2016
	2.30%
	593,536
	581,235
	800,000
TOYOTA MTR CR CORP MTN BK ENT	
	1/9/2012
	3.79%
	798,728
	829,990
	175,000
Explanation of Responses:	15

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TRANSOCEAN INC

3/15/2018

6.00%

189,028

183,801

6,580,000

TREASURY BILL

4/14/2011

0.01%

6,576,878

6,577,473

6,590,000

TREASURY BILL

4/21/2011

0.01%

6,586,588

6,587,331

12,010,000

TREASURY BILL

4/28/2011

0.01%

12,003,444

12,004,740

4,318,376

TSY INFL IX N/B

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4/15/2015

0.50%

4,449,914

4,414,192

145,000

TURNER BROADCASTING SYS INC

7/1/2013

8.38%

133,400

166,589

375,000

UBS AG STAMFORD BRH MEDIUM

4/25/2018

Explanation of Responses:

18

	5.75%
	425,749
	407,524
	1,600,000
ULTRA LONG US TREAS BOND FTRS	
	3/22/2011
	n/a
	(1,400,000
)	
ULTRA LONG US TREAS BOND FTRS	
	3/22/2011
	n/a

335,000

UNION BANCAL CORP

12/16/2013

5.25%

358,001

361,226

165,000

UNION ELEC CO

4/1/2018

6.00%

164,502

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181,707

700,000

UNITED HEALTH GROUP INC

3/15/2011

5.25%

698,880

705,932

3,295,000

UNITED STATES TREAS BDS

8/15/2022

7.25%

4,602,751

4,454,428

Explanation of Responses:

21

379,572

UNITED STATES TREAS BDS

1/15/2027

2.38%

418,556

421,828

1,102,228

UNITED STATES TREAS BDS

1/15/2025

2.38%

1,246,159

1,226,573

200,000

Explanation of Responses:

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UNITED STATES TREAS BDS

5/15/2037

5.00%

236,063

223,156

185,000

UNITED STATES TREAS BDS

8/15/2017

8.88%

247,206

256,976

1,780,000

UNITED STATES TREAS NTS

Explanation of Responses:

10/31/2017

1.88%

1,770,151

1,692,113

776,609

UNITED STATES TREAS NTS

7/15/2015

1.88%

850,900

841,286

1,140,000

UNITED STATES TREAS NTS

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2/15/2018

3.50%

1,230,532

1,199,226

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Target Corporation 401(k) Plan

EIN: 41-0215170 Plan Number: 002

Schedule H, Line 4i Schedule of Assets (Held at End of Year) (continued)

Face Amount or Number of Shares/Units(c)	Identity of Issue and Description of Investment(b)	Contract Issuer	Moody s/ S&P Rating	Maturity Date(c)	Rate of Interest(e)	Investments at Cost(d)	Investments
							at Current Value(e)
Stable Value Fund							
Synthetic Guaranteed Investment Contracts							
Underlying Portfolio (continued)							
2,700,000	UNITED STATES TREAS NTS			1/15/2012	1.13%	\$ 2,727,670	\$ 2,721,622
1,210,000	UNITED STATES TREAS NTS			11/15/2016	4.63%	1,348,594	1,363,046
2,305,000	UNITED STATES TREAS NTS			2/15/2017	4.63%	2,687,953	2,595,105
840,000	UNITED STATES TREAS NTS			2/28/2011	4.50%	867,530	845,611
1,300,000	UNITED STATES TRES BD STRP PRN			5/15/2030	0.01%	646,178	550,558
300,000	UNITED STATES TRES BD STRP PRN			5/15/2021	0.01%	174,837	205,543
2,900,000	UNITED STATES TRES BD STRP PRN			5/15/2020	0.01%	1,901,115	2,104,226
1,655,000	UNITES STATES TREAS NTS US CENTRAL FEDERAL CRED			11/15/2018	3.75%	1,764,361	1,760,377
1,230,000	US DOLLAR			10/19/2012	1.90%	1,229,213	1,255,784
(105,473)	US DOLLAR			n/a	n/a	(105,473)	(105,473)
84,681	US DOLLAR			n/a	n/a	84,681	84,681
1,099,582	US DOLLAR			n/a	n/a	1,099,582	1,099,582
3,750,000	US TREASURTY N/B			11/15/2020	2.63%	3,568,558	3,537,304
375,000	US TREASURY BDS			8/15/2023	6.25%	513,647	471,328
1,175,000	US TREASURY BDS			11/15/2021	8.00%	1,631,297	1,661,891
490,000	US TREASURY BDS			8/15/2019	8.13%	663,491	682,669
650,000	US TREASURY N B			12/31/2015	2.13%	649,971	653,453
2,625,000	US TREASURY N/B			8/15/2019	3.63%	2,909,443	2,742,306
10,900,000	US TREASURY N/B			11/30/2017	2.25%	10,641,125	10,599,400
346,000	US TREASURY N/B			5/15/2040	4.38%	365,325	347,675
650,000	US TREASURY N/B			5/31/2017	2.75%	659,953	658,277
3,057,000	US TREASURY N/B			8/15/2020	2.63%	3,062,551	2,898,180
400,000	US TREASURY N/B			8/15/2040	3.88%	362,313	368,438
465,000	US TREASURY N/B			2/15/2031	5.38%	580,158	542,815
380,000	US TREASURY N/B			2/15/2021	7.88%	525,320	530,100
500,000	US TREASURY N/B			11/15/2040	4.25%	491,608	491,875
2,200,000	US TREASURY N/B			10/31/2016	3.13%	2,249,630	2,294,875
755,000	US TREASURY N/B			11/30/2015	1.38%	746,597	733,707
1,030,000	US TREASURY N/B			1/31/2014	1.75%	1,026,818	1,051,566
1,995,000	US TREASURY N/B			3/31/2011	0.88%	1,994,440	1,998,274
3,215,000	US TREASURY N/B			3/31/2017	3.25%	3,484,926	3,357,666
2,045,000	US TREASURY N/B			5/15/2020	3.50%	2,075,074	2,094,857
1,315,000	US TREASURY N/B			5/31/2012	0.75%	1,320,495	1,321,273
985,000	US TREASURY N/B			5/31/2017	2.75%	1,022,891	997,543

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2,625,000	US TREASURY N/B	6/30/2012	0.63%	2,632,529	2,632,796
2,925,000	US TREASURY N/B	8/15/2019	3.63%	3,116,671	3,055,712
2,475,000	US TREASURY N/B	8/31/2014	2.38%	2,613,455	2,563,947
4,350,000	US TREASURY N/B	8/31/2011	1.00%	4,361,824	4,371,920
170,000	US TREASURY N/B	9/30/2016	3.00%	183,932	176,309
1,390,000	US TREASURY N/B	10/31/2014	2.38%	1,417,395	1,438,758
80,000	US TREASURY N/B	12/31/2011	1.00%	80,175	80,522
3,395,000	US TREASURY N/B	12/31/2016	3.25%	3,683,070	3,556,263
2,325,000	US TREASURY N/B	1/31/2015	2.25%	2,436,321	2,386,757
660,000	US TREASURY N/B	5/15/2018	3.88%	694,134	710,119

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Target Corporation 401(k) Plan

EIN: 41-0215170 Plan Number: 002

Schedule H, Line 4i Schedule of Assets (Held at End of Year) (continued)

Face Amount or Number of Shares/Units(c)	Identity of Issue and Description of Investment(b)	Contract	Maturity Date(c)	Rate of Interest(c)	Investments at Cost(d)	Investments at Current Value(e)
		Issuer Moody s/ S&P Rating				
Stable Value Fund						
Synthetic Guaranteed Investment Contracts						
Underlying Portfolio (continued)						
1,094,724	US TREASURY NTS		7/15/2012	3.00%	\$ 1,164,306	\$ 1,162,803
2,100,000	US TREASURY SEC.		4/30/2011	0.88%	2,098,298	2,104,759
275,000	VALERO ENERGY CORP		2/1/2020	6.13%	306,818	292,068
475,000	VALERO ENERGY CORP		2/1/2015	4.50%	478,985	494,022
175,000	VALERO ENERGY CORP		6/15/2017	6.13%	196,919	188,647
	VANGUARD TOTAL BOND					
20,000	MARKET ETF		n/a	n/a	1,574,212	1,605,400
245,000	VIRGINIA ELEC + PWR CO		9/15/2017	5.95%	283,120	281,620
865,000	VODAFONE GROUP PLC		6/10/2014	4.15%	864,420	909,271
30,000	VODAFONE GROUP PLC		12/16/2013	5.00%	29,303	32,658
	WACHOVIA BK COML					
762,677	MTG TR		7/15/2045	5.62%	783,144	773,945
	WACHOVIA BK COML					
2,000,000	MTG TR		10/15/2044	5.20%	1,986,094	2,161,572
	WACHOVIA BK COML					
390,000	MTG TR		10/15/2048	5.68%	415,487	405,415
	WACHOVIA					
295,000	CORPORATION		8/1/2026	7.57%	294,631	336,978
	WAMU MTG PASS					
1,000,000	THROUGH CTFs		9/25/2035	2.77%	979,961	799,197
	WASHINGTON MUT MTG					
4,663	SECS CORP		2/25/2033	2.72%	4,740	4,361
75,000	WEA FIN LLC/WCI FIN LLC		10/1/2012	5.40%	72,671	79,509
	WEA FINANCE/WT FIN					
250,000	AUST		6/2/2014	7.50%	247,450	283,740
475,000	WELLPOINT INC		1/15/2011	5.00%	474,207	475,501
180,000	WELLPOINT INC		8/1/2012	6.80%	182,727	195,485
	WELLS FARGO MTG					
15,938	BACKED SECS		7/25/2034	2.91%	15,963	16,378
	WEST CORP FED CRED					
500,000	UNION		11/2/2012	1.75%	499,375	509,042
2,000,000	WESTPAC BKG CORP		12/16/2011	3.25%	2,077,250	2,049,780
16,880,000	WI TREASURY N/B		12/15/2013	0.75%	16,828,909	16,760,000
1,515,000	WI TREASURY N/B		7/31/2014	2.63%	1,545,419	1,584,476
3,070,000	WI TREASURY N/B		10/31/2011	1.00%	3,087,748	3,087,987
1,750,000	WI TREASURY NB		11/30/2014	2.13%	1,816,324	1,792,656
2,040,000	WI TREASURY NB		11/30/2011	0.75%	2,049,097	2,048,048
615,000	WI TREASURY SEC		7/31/2017	2.38%	608,273	606,928
701,981	WI TREASURY SEC		7/15/2020	1.25%	757,789	718,763
3,320,000	WI TREASURY SEC		2/28/2015	2.38%	3,400,749	3,421,692
330,000	WI TREASURY SEC		8/15/2013	0.75%	329,639	329,330
280,000	WI TREASURY SEC		9/15/2013	0.75%	280,155	279,103

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2,620,000	WI TREASURY SEC	2/15/2013	1.38%	2,668,716	2,659,504
455,000	WISCONSIN ST GEN REV	5/1/2013	4.80%	453,444	485,976
140,000	WISCONSIN ST GEN REV	5/1/2018	5.20%	143,892	147,844
	Total Synthetic Guaranteed Investment Contracts			818,015,130	825,610,424

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Target Corporation 401(k) Plan

EIN: 41-0215170 Plan Number: 002

Schedule H, Line 4i Schedule of Assets (Held at End of Year) (continued)

Face Amount or Number of Shares/Units(c)	Identity of Issue and Description of Investment(b)	Contract	Maturity Date(c)	Rate of Interest(c)	Investments at Cost(d)	Investments
		Issuer				at Current Value(e)
Stable Value Fund						
Synthetic Guaranteed Investment Contracts						
Collective Trust Funds						
1,731,389	WELLS FARGO SYNTHETIC STABLE VALUE FUND		n/a	n/a	\$ 20,000,000	\$ 35,075,737
4,062,584	WELLS FARGO STABLE RETURN FUND G		n/a	n/a	193,175,148	194,301,223
	Total Stable Value Fund				1,031,190,279	1,054,987,384
Participant loans						
	Participant loans			4.25%	111,259,429	111,259,429
					\$ 4,531,410,058	\$ 5,664,281,783

*Indicates a party-in-interest to the Plan.

The sum of the amounts in the columns may not equal the total amounts due to rounding.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on their behalf by the undersigned hereunto duly authorized.

Date: June 21, 2011

TARGET CORPORATION 401(K) PLAN

By

/s/ Douglas A. Scovanner
Douglas A. Scovanner
Chief Financial Officer,
On behalf of Target Corporation as Plan
Administrator