

EXPRESS SCRIPTS INC
Form 4
August 03, 2005

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 *
WEINRICH DARRYL E

(Last) (First) (Middle)

C/O EXPRESS SCRIPTS,
INC., 13900 RIVERPORT DRIVE

(Street)

MARYLAND
HEIGHTS, MO 63043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

EXPRESS SCRIPTS INC [ESRX]

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

08/01/2005

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)
VP & Chief Accounting Officer

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)
			Code	V Amount (A) or (D) Price			
Common Stock	08/01/2005		S	1,324 D \$ 52.85	5,602 ⁽¹⁾	D	
Common Stock	08/01/2005		S	666 D \$ 52.87	4,936 ⁽¹⁾	D	
Common Stock	08/02/2005		M	7,200 A \$ 8.905	12,136 ⁽¹⁾	D	
Common Stock	08/02/2005		S	7,200 D \$ 54	4,936 ⁽¹⁾	D	
Common Stock	08/02/2005		M	1,000 A \$ 13.78	5,936 ⁽¹⁾	D	

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Common Stock	08/02/2005	S	1,000	D	\$ 54.25	4,936 ⁽¹⁾	D
Common Stock	08/02/2005	M	1,200	A	\$ 12.905	6,136 ⁽¹⁾	D
Common Stock	08/02/2005	S	1,200	D	\$ 54.25	4,936 ⁽¹⁾	D
Common Stock	08/02/2005	M	2,400	A	\$ 9.655	7,336 ⁽¹⁾	D
Common Stock	08/02/2005	S	2,400	D	\$ 54.25	4,936 ⁽¹⁾	D
Common Stock	08/02/2005	M	666	A	\$ 25.65	5,602 ⁽¹⁾	D
Common Stock	08/02/2005	S	666	D	\$ 54.25	4,936 ⁽¹⁾	D
Common Stock	08/02/2005	M	5,332	A	\$ 26.675	10,268 ⁽¹⁾	D
Common Stock	08/02/2005	S	5,332	D	\$ 54.6	4,936 ⁽¹⁾	D

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	Amount or Number of Shares
Non-Qualified Stock Option (Right-to-Buy)	\$ 8.905	08/02/2005		M	7,200	⁽²⁾ 04/13/2008	Express Scripts, Inc. Common Stock	7,200

Non-Qualified Stock Option (Right-to-Buy)	\$ 13.78	08/02/2005	M	1,000	(2)	12/16/2008	Express Scripts, Inc. Common Stock	1,000
Non-Qualified Stock Option (Right-to-Buy)	\$ 12.905	08/02/2005	M	1,200	(2)	11/23/2009	Express Scripts, Inc. Common Stock	1,200
Non-Qualified Stock Option (Right-to-Buy)	\$ 9.655	08/02/2005	M	2,400	(2)	04/05/2007	Express Scripts, Inc. Common Stock	2,400
Non-Qualified Stock Option (Right-to-Buy)	\$ 25.65	08/02/2005	M	666	(2)	03/04/2009	Express Scripts, Inc. Common Stock	666
Non-Qualified Stock Option (Right-to-Buy)	\$ 26.675	08/02/2005	M	5,332	(2)	05/22/2009	Express Scripts, Inc. Common Stock	5,332

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEINRICH DARRYL E C/O EXPRESS SCRIPTS, INC. 13900 RIVERPORT DRIVE MARYLAND HEIGHTS, MO 63043			VP & Chief Accounting Officer	

Signatures

Darryl E. Weinrich
08/02/2005

**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) Reporting person's shares beneficially owned has been adjusted to reflect the stock split on June 24, 2005.
- (2) Option vests in three (3) equal annual installments on the first three (3) anniversaries of the grant date.

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- (3) Employee Stock Option granted pursuant to Express Scripts, Inc. Amended and Restated 1994 Stock Option Plan.
- (4) Employee Stock Option granted pursuant to Express Scripts, Inc. 2000 Long-Term Incentive Plan.

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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