

HAMMERGREN JOHN H
Form 4
May 24, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
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)
05/22/2011

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 05/22/2011 | | M | 96,525 A \$ 0 | 635,314.925 (1) | I | By Trust |
| Common Stock | 05/22/2011 | | F | 45,058 (2) D \$ 85.07 | 590,256.925 (6) | I | By Trust |
| Common Stock | | | | | 4,023.2991 | I | By Profit-Sharing Investment Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 | 05/22/2011 | | M | 96,525 | (5) (5) | Common Stock |
| Restricted Stock Units | \$ 0 | 05/24/2011 | | A | 220,980 | (3) (3) | Common Stock |
| Employee Stock Options (Right-to-buy) | \$ 83.51 | 05/24/2011 | | A | 301,000 | (4) 05/24/2018 | 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
05/24/2011

**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).

- Represents 474,390.925 shares held under the Hammergren Family Trust; 13,664 under the JHH 2009 GRAT #5; 13,664 under the WLH 2009 GRAT #5; 13,664 under the JHH 2009 GRAT #6; 13,664 under the WLH 2009 GRAT #6; 13,664 under the JHH 2009 GRAT #7; 13,664 under the WLH 2009 GRAT #7; 13,665 under the JHH 2009 GRAT #8; 13,665 under the WLH 2009 GRAT #8; 12,900 under the JHH 2010 GRAT #3; 12,900 under the WLH 2010 GRAT #3; 12,905 under the JHH 2010 GRAT #4; 12,905 under the WLH 2010 GRAT #4.
- (1) 13,664 under the WLH 2009 GRAT #7; 13,665 under the JHH 2009 GRAT #8; 13,665 under the WLH 2009 GRAT #8; 12,900 under the JHH 2010 GRAT #3; 12,900 under the WLH 2010 GRAT #3; 12,905 under the JHH 2010 GRAT #4; 12,905 under the WLH 2010 GRAT #4.
 - (2) This transaction represents a withholding of shares to cover taxes applicable to a vesting of RSUs also reported on this Form 4.
 - (3) These units vest 100% on 05/24/2014.
 - (4) This option granted 05/24/2011 vests 25% per year commencing on the first anniversary of the grant date.

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- (5) These units vested 50% 5/22/2009 and 50% 5/22/2011.

Represents 429,332.925 shares held under the Hammergren Family Trust; 13,664 under the JHH 2009 GRAT #5; 13,664 under the WLH 2009 GRAT #5; 13,664 under the JHH 2009 GRAT #6; 13,664 under the WLH 2009 GRAT #6; 13,664 under the JHH 2009 GRAT #7;

- (6) 13,664 under the WLH 2009 GRAT#7; 13,665 under the JHH 2009 GRAT #8; 13,665 under the WLH 2009 GRAT #8; 12,900 under the JHH 2010 GRAT #3; 12,900 under the WLH 2010 GRAT #3; 12,905 under the JHH 2010 GRAT #4; 12,905 under the WLH 2010 GRAT #4.

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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