

MCKESSON CORP
Form 4
May 28, 2014

FORM 4

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

OMB APPROVAL

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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)
05/24/2014

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 (A) or (D) Price			
Common Stock	05/24/2014		M	220,980 A \$ 0	220,980	D	
Common Stock	05/24/2014		F	95,384 (1) D \$ 183.75	125,596	D	
Common Stock	05/27/2014		S	62,798 (2) D \$ 183.3259	62,798	D	
Common Stock	05/28/2014		S	62,798 (2) D \$ 183.2976	0	D	
Common Stock					590,257 (3)	I	By Trust

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- (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).

Represents 465,241.925 shares held under the Hammergren Family Trust; 9,692 shares held in the JHH 2010 GRAT #7; 13,204 held in the JHH 2010 GRAT #8; 13,204 shares in the JHH 2010 GRAT #9; 13,204 held in the JHH 2010 GRAT #10; 13,205 held in the JHH 2010 GRAT #11; 9,692 shares held in the WLH 2010 GRAT #7; 13,203 in the WLH 2010 GRAT #8; 13,204 in the WLH 2010 GRAT #9; 13,204 in the WLH 2010 GRAT #10; 13,203 in the WLH 2010 GRAT #11.

- (4) These units vested 100% on 5/24/2014.
- (5) These units will vest 100% on 5/27/2017.
- (6) This option granted 5/27/2014 will vest 25% per year, commencing on the 1st 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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