

Chou John G.
Form 4
November 16, 2018

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 *
Chou John G.

2. Issuer Name **and** Ticker or Trading
Symbol
AMERISOURCEBERGEN CORP
[ABC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1300 MORRIS DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/14/2018

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive Vice President

CHESTERBROOK, PA 19087

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 (1)	(A) or (D)	Price	
Common Stock	11/15/2018		M		6,974 (1)	A	\$ 37.37	58,426 D
Common Stock	11/15/2018		S		6,974 (1)	D	\$ 88.51	51,452 D
Common Stock	11/15/2018		A		4,642	A	(2) 56,094	D
Common Stock	11/15/2018		F		2,019	D	\$ 92.22	54,075 D

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 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 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)	\$ 89.58	11/14/2018		A		33,877		<u>(3)</u>	11/14/2025	Common Stock	33,877
Restricted Stock Units	\$ 89.58	11/14/2018		A		4,689		<u>(4)(5)</u>	11/14/2025	Common Stock	4,689

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Chou John G. 1300 MORRIS DRIVE CHESTERBROOK, PA 19087	Executive Vice President

Signatures

John G. Chou 11/16/2018
 **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) The exercise and sale of common stock reflected in this Form 4 was pursuant to a Rule 10b-5 trading plan dated May 30, 2018.
- (2) Shares were received for no consideration upon the satisfaction of performance criteria underlying an award of performance share units.
- (3) Exercisable in four equal annual installments on 11/14/19, 11/14/20, 11/14/21 and 11/14/22.
- (4) Annual grant of restricted stock received for no consideration and vests 100% on the third anniversary of the date of grant
- (5) Exercisable in four equal installments on 11/14/19, 11/14/20, 11/14/21 and 11/14/22.

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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