

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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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 \*  
Seeger Lauren

(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)  
EVP,GC & Chief Compl. 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 or Price		
Common Stock	05/24/2014		M		46,980 A \$ 0	D	
Common Stock	05/24/2014		F		24,515 (1) D \$ 183.75	D	
Common Stock	05/27/2014		S		7,489 (2) D \$ 183.3193	D	
Common Stock	05/27/2014		M		5,750 (5) A \$ 83.51	D	
Common Stock	05/27/2014		S		5,750 (5) D \$ 183.3209	D	

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Common Stock	05/27/2014	M	<u>7,584</u> (5)	A	\$ 67.81	22,560	D	
Common Stock	05/27/2014	S	<u>7,584</u> (5)	D	\$ 183.3209	14,976	D	
Common Stock	05/28/2014	S	<u>7,488</u> (2)	D	\$ 183.285	7,488	D	
Common Stock	05/28/2014	M	<u>5,750</u> (5)	A	\$ 83.51	13,238	D	
Common Stock	05/28/2014	S	<u>5,750</u> (5)	D	\$ 183.2991	7,488	D	
Common Stock	05/28/2014	M	<u>7,583</u> (5)	A	\$ 67.81	15,071	D	
Common Stock	05/28/2014	S	<u>7,583</u> (5)	D	\$ 183.2991	7,488	D	
Common Stock						1,361.3734	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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(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 Underlying Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	
Restricted Stock Units	\$ 0	05/24/2014		M		46,980	<u>(3)</u>	<u>(3)</u>	Common Stock
Employee Stock Option (Right-to-buy)	\$ 83.51	05/27/2014		M		<u>5,750</u> (5)	<u>(6)</u>	05/24/2018	Common Stock
Employee Stock Option (Right-to-buy)	\$ 67.81	05/27/2014		M		<u>7,584</u> (5)	<u>(7)</u>	05/25/2017	Common Stock

Restricted Stock Units	\$ 0	05/27/2014	A	22,496	(4)	(4)	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 183.37	05/27/2014	A	31,352	(8)	05/27/2021	Common Stock
Employee Stock Option (Right-to-buy)	\$ 83.51	05/28/2014	M	5,750 (5)	(6)	05/24/2018	Common Stock
Employee Stock Option (Right-to-buy)	\$ 67.81	05/28/2014	M	7,583 (5)	(7)	05/25/2017	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Seeger Laureen ONE POST STREET SAN FRANCISCO, CA 94104			EVP,GC & Chief Compl. Officer	

## Signatures

Donna Spinola,  
Attorney-in-fact  
05/28/2014

\*\*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) 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).
- (3) These units vested 100% on 5/24/2014.
- (4) These units will vest 100% on 5/27/2017.
- (5) Option exercise and sale pursuant to a previously adopted plan, intended to comply with Rule 10b5-1(c).
- (6) Option granted 5/24/2011 vests 25% per year, commencing on the 1st anniversary of the grant date.
- (7) Option granted 5/25/2010 vests 25% per year, commencing on the 1st anniversary of the grant date.
- (8) 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. 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.