

MCKESSON CORP  
Form 4  
May 27, 2015

**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 \*  
Schechter Lori A.

(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)

05/24/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

EVP, GC & Chief Compl. Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common<br>Stock                       | 05/24/2015                              |   | M                                    | 2,180 A   | \$ 0 2,988.982 <sup>(1)</sup>  | D  |   |
| Common<br>Stock                       | 05/24/2015                              |   | F                                    | 820 <sup>(2)</sup> D  | \$ 240.61 2,168.982 <sup>(1)</sup>   | D  |   |
| Common<br>Stock                       | 05/24/2015                              |   | M                                    | 174 A   | \$ 0 2,342.982 <sup>(1)</sup>  | D  |   |
| Common<br>Stock                       | 05/24/2015                              |   | F                                    | 66 <sup>(2)</sup> D   | \$ 240.61 2,276.982 <sup>(1)</sup>   | D  |   |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |       | 7. Title and An<br>Underlying Se<br>(Instr. 3 and 4) |                    |                 |
|---|--|---|---|--------------------------------------|--|--|-------|--|--------------------|-----------------|
|   |  |   |   | Code                                 | V  | (A)  | (D)   | Date<br>Exercisable                                  | Expiration<br>Date | Title           |
| Restricted<br>Stock Units                           | \$ 0   | 05/24/2015                              |   | M                                    |  |  | 2,180 | <u>(3)</u>   | <u>(3)</u>         | Common<br>Stock |
| Restricted<br>Stock Units                           | \$ 0   | 05/24/2015                              |   | M                                    |  |  | 174   | <u>(3)</u>   | <u>(3)</u>         | Common<br>Stock |
| Employee<br>Stock Option<br>(Right-to-buy)          | \$ 237.86  | 05/26/2015                              |   | A                                    |  | 15,842   |       | <u>(4)</u>   | 05/26/2022         | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| Schechter Lori A.<br>ONE POST STREET<br>SAN FRANCISCO, CA 94104 | EVP, GC & Chief Compl. Officer   |

## Signatures

Donna Spinola,  
Attorney-in-fact 05/27/2015

\_\_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) Includes 808.982 shares acquired in the ESPP.

(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 vested 100% on 5/24/2015.

(4) This option granted 05/26/2015 will vest 25% annually, commencing on the first 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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