

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
REES NIGEL 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)

SVP & Controller

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 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	05/24/2015		M		2,616	A \$ 0	2,616 D
Common Stock	05/24/2015		F		1,313 (1)	D \$ 240.61	1,303 D
Common Stock							10,146 I
							1,554.0605 I

Nigel A. Rees
TTEE U/A
DTD
01/26/2001
Nigel A. Rees
Trust

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Common
Stock

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 Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	05/24/2015		M		2,616		(2)	(2)	Common Stock	2
Employee Stock Option (Right-to-buy)	\$ 237.86	05/26/2015		A		2,825		(3)	05/26/2022	Common Stock	2
Restricted Stock Units	\$ 0	05/26/2015		A		1,152		(4)	(4)	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
REES NIGEL A ONE POST STREET SAN FRANCISCO,, CA 94104	SVP & Controller

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) This transaction represents a withholding of shares to cover taxes applicable to a vesting of RSUs also reported on this Form 4.

(2) These units vested 100% on 5/24/2015.

(3) This option granted 05/26/2015 will vest 25% annually, commencing on the first anniversary of the grant date.

(4) These units will vest 100% on 5/26/2018.

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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