

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 \*  
Spratt Randall N

(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, CTO & CIO

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)
Common Stock	05/24/2014		M	V Amount (A) or (D) Price	27,144 A \$ 0	31,929.7358 (1)	D
Common Stock	05/24/2014		F	13,362 (2) D \$ 183.75	18,567.7358 (1)	D	
Common Stock					39,978 (6)	I	The Spratt Family Trust dated 5/13/2008
Common Stock					2,743.4724	I	By Profit-Sharing Investment

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)
						Date Exercisable	Expiration Date	
Restricted Stock Units	\$ 0	05/24/2013		M	27,144	(3)	(3)	Common Stock
Restricted Stock Units	\$ 0	05/27/2014		A	14,208	(4)	(4)	Common Stock
Employee Stock Option (Right-to-buy)	\$ 183.37	05/27/2014		A	19,994	(5)	05/27/2021	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spratt Randall N ONE POST STREET SAN FRANCISCO, CA 94104			EVP, CTO & CIO	

## 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) Includes 731.7358 shares acquired under the ESPP and held in Fidelity account.

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

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- (3) These units vested 100% on 5/24/2014.
- (4) These units will vest 100% on 5/27/2017.
- (5) This option granted 5/27/2014 will vest 25% per year, commencing on the 1st anniversary of the grant date.
- (6) Includes 7,388 shares acquired under the ESPP and transferred to WF trust account.

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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