### Edgar Filing: BOUDREAU THOMAS M - Form 4

Form 4	U THOMAS M						
January 18, <b>FORN</b>	ЛЛ	STATES SE	CURITIES A	AND EXCHANG	E COMMISSION		PPROVAL
Check the check	nis box		Washington	, D.C. 20549	)WNERSHIP OF	Number: Expires:	3235-0287 January 31, 2005
subject Section Form 4	16. or		SECU		Estimated burden hou response	urs per	
Form 5 obligation may cor <i>See</i> Inst 1(b).	ons Section 17(	a) of the Pub	lic Utility Hol		ange Act of 1934, et of 1935 or Section 1940	n	
(Print or Type	Responses)						
1. Name and Address of Reporting Person <u>*</u> BOUDREAU THOMAS M			nbol	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First) (A	Middle) 3. Date of Earliest Transaction			(Check all applicable)		
C/O EXPRESS SCRIPTS, INC., 13900 RIVERPORT DRIVE			onth/Day/Year) /13/2006		Director 10% Owner X Officer (give title Other (specify below) SVP, Gen Counsel &Secretary		
(Street)			f Amendment, D ed(Month/Day/Yea		<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>		
MARYLA HEIGHTS,	ND MO 63043				Person	fore than One R	eporting
(City)	(State)	(Zip)	Table I - Non-l	Derivative Securities	Acquired, Disposed of	f, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Y	Code	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or	SecuritiesFBeneficially(1)Owned(1)	6. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V		e		
Reminder: Re	port on a separate line	e for each class o	of securities bene	information con required to res	y or indirectly. espond to the collec ntained in this form pond unless the forr ently valid OMB con	are not n	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	D

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		/Year)	(Instr. 3 and	4)	S (1
				Code V	(A) (D	) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit (1)	\$ 0 <u>(3)</u>	01/13/2006	01/17/2006	А	83.4515	(2)	(2)	Express Scripts, Inc. Common Stock	83.4515	

## **Reporting Owners**

Reporting Owner Name / Address				
<b>FB</b>	Director	10% Owner	Officer	Other
BOUDREAU THOMAS M C/O EXPRESS SCRIPTS, INC. 13900 RIVERPORT DRIVE MARYLAND HEIGHTS, MO 63043			SVP, Gen Counsel &Secretary	
Signatures				

Thomas M.	01/17/2006
Boudreau	01/1//2000

\*\*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) Phantom Stock Unit credited under Express Scripts, Inc. Executive Deferred Compensation Plan.
- Basic Contribution by Express Scripts, Inc. to Participant's Account in the Executive Deferred Compensation Plan; Shares vest three (3) (2)years after the plan year to which such credit relates.
- (3) Upon distribution each Phantom Stock Unit converts to one share of Express Scripts, Inc. Common Stock.
- (4) Reporting person?s shares beneficially owned have been adjusted to reflect the stock split on June 24, 2005.

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.