

HAMMERGREN JOHN H

Form 4

February 04, 2011

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 *
HAMMERGREN JOHN H

(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)
02/03/2011

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)

Chairman, President & CEO

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	02/03/2011		M	(A) or (D) Amount 111,200 (1)	Price \$ 34.36	111,200	D
Common Stock	02/03/2011		S	(A) or (D) Amount 111,200 (1)	\$ 75.6888	0	D
Common Stock					538,789.925 (2)	I	By Trust
Common Stock					4,017.7426	I	By Profit-Sharing Investment Plan

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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
Employee Stock Option (Right-to-buy)	\$ 34.36	02/03/2011		M	111,200 (1)	01/27/2004	07/30/2013	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HAMMERGREN JOHN H ONE POST STREET SAN FRANCISCO, CA 94104	X Chairman, President & CEO

Signatures

Donna Spinola,
Attorney-in-fact 02/04/2011

__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) Option exercise and sale were pursuant to a previously adopted plan dated 5/11/2010, intended to comply with Rule 10b5-1(c).

Represents 258,549.925 shares held under the Hammergren Family Trust; 59,658 under the JHH 2009 GRAT #4; 59,658 under the WLH 2009 GRAT #4; 13,664 under the JHH 2009 GRAT #5; 13,664 under the WLH 2009 GRAT #5; 13,664 under the JHH 2009 GRAT #6;

(2) 13,664 under the WLH 2009 GRAT #6; 13,664 under the JHH 2009 GRAT #7; 13,664 under the WLH 2009 GRAT #7; 13,665 under the JHH 2009 GRAT #8; 13,665 under the WLH 2009 GRAT #8; 12,900 under the JHH 2010 GRAT #3; 12,900 under the WLH 2010 GRAT #3; 12,905 under the JHH 2010 GRAT #4; 12,905 under the WLH GRAT #4.

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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