

HAMMERGREN JOHN H
 Form 4
 September 27, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 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)
 09/25/2017

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)
			Code	V	Amount or Price		
Common Stock	09/25/2017		M		100,000 (1) \$ 83.51	A	165,000 D
Common Stock	09/25/2017		S		100,000 (1) \$ 154.151	D	65,000 D
Common Stock	09/26/2017		M		100,000 (1) \$ 83.51	A	165,000 D
Common Stock	09/26/2017		S		100,000 (1) \$ 154.8147	D	65,000 D
Common Stock	09/27/2017		M		1,000 (1) \$ 83.51	A	66,000 D

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Common Stock	09/27/2017	S	1,000 ⁽¹⁾	D	\$ 155.2973	65,000	D	
Common Stock	09/27/2017	M	99,000 ⁽¹⁾	A	\$ 87.24	164,000	D	
Common Stock	09/27/2017	S	99,000 ⁽¹⁾	D	\$ 155.2973	65,000	D	
Common Stock						400,256 ⁽²⁾	I	By Trust
Common Stock						4,184.7589	I	By Profit-Sharing Investment Plan

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

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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 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 of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (Right-to-buy)	\$ 83.51	09/25/2017		M	100,000 ⁽¹⁾	⁽³⁾ 05/24/2018	Common Stock 10
Employee Stock Option (Right-to-buy)	\$ 83.51	09/26/2017		M	100,000 ⁽¹⁾	⁽³⁾ 05/24/2018	Common Stock 10
Employee Stock Option (Right-to-buy)	\$ 83.51	09/27/2017		M	1,000 ⁽¹⁾	⁽³⁾ 05/24/2018	Common Stock 1
Employee Stock Option (Right-to-buy)	\$ 87.24	09/27/2017		M	99,000 ⁽¹⁾	⁽⁴⁾ 05/22/2019	Common Stock 99

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

09/27/2017

 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 in accordance with a previously adopted trading plan pursuant to Exchange Act Rule 10b5-1.
Represents 305,341 shares held under the Hammergren Family Trust (5,556 Fidelity Family Trust #585 and 299,785 Goldman Sachs Family Trust #750); 11,876 Fidelity GRAT #999; 11,876 Fidelity GRAT #995; 11,875 Fidelity GRAT #994; 11,875 Fidelity GRAT #993; 11,854 Fidelity Grat #319; 11,853 Fidelity GRAT #312; 11,853 Fidelity GRAT #324; 11,853 Fidelity GRAT #315.
- (3) This stock option was granted 5/24/11 and vested 25% annually commencing on the first anniversary of the grant date.
- (4) This stock option was granted 5/22/12 and vested 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. 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.