

Spratt Randall N
Form 4
February 08, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
02/06/2006

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, 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/06/2006 | | M | | 4,380 | A | \$ 39.7 |
| | | | | | 9,210 ⁽¹⁾ | | D |
| Common Stock | 02/06/2006 | | S | | 4,380 ₍₃₎ | D | \$ 52.8583 |
| | | | | | 4,830 ⁽¹⁾ | | D |
| Common Stock | 02/06/2006 | | M | | 1,540 | A | \$ 39.7 |
| | | | | | 6,370 ⁽¹⁾ | | D |
| Common Stock | 02/06/2006 | | M | | 74,000 | A | \$ 20.5625 |
| | | | | | 80,370 ⁽¹⁾ | | D |
| Common Stock | 02/06/2006 | | S | | 74,000 ₍₃₎ | D | \$ 52.8583 |
| | | | | | 6,370 ⁽¹⁾ | | D |

Common Stock 2,077 I By Trustee of PSIP

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

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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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|---------------|--|-----------------|---|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | |
| Employee Stock Option (Right-to-buy) | \$ 39.7 | 02/06/2006 | | M | | 4,380 (3) | (2) | 05/02/2006 | Common Stock |
| Employee Stock Option (right-to-buy) | \$ 39.7 | 02/06/2006 | | M | 1,540 | | (2) | 05/02/2006 | Common Stock |
| Employee Stock Option (right-to-buy) | \$ 20.5625 | 02/06/2006 | | M | | 74,000 (3) | (2) | 01/31/2010 | 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, CIO | |

Signatures

Kristina Veaco, Attorney-in-fact 02/08/2006

**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 4,830 shares acquired under the Issuer's Employee Stock Purchase Plan.

(2) Stock option granted pursuant to Issuer's Stock Option and Restricted Stock Plan. All shares are currently 100% vested and exercisable.

(3) Sale was made pursuant to a previously adopted plan dated 12/15/05 intended to comply with Rule 10b5-1(c).

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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