

Spratt Randall N  
 Form 4  
 April 13, 2012

**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

2. Issuer Name and Ticker or Trading Symbol  
 MCKESSON CORP [MCK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 04/11/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

EVP, CTO & CIO

ONE POST STREET

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

**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	04/11/2012		M		30,000 (1) A \$ 45.02	74,233.7645 (2)	D
Common Stock	04/11/2012		S		30,000 (1) D \$ 87.5092	44,233.7645 (2)	D
Common Stock	04/11/2012		M		37,000 (1) A \$ 45.02	81,233.7645 (2)	D
Common Stock	04/11/2012		S		37,000 (1) D \$ 88	44,233.7645 (2)	D
Common Stock	04/12/2012		M		5,500 (1) A \$ 32.92	49,733.7645 (2)	D

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Common Stock	04/12/2012	S	<u>5,500</u> (1)	D	\$ 90.67	<u>44,233.7645</u> (2)	D	
Common Stock	04/12/2012	M	<u>8,000</u> (1)	A	\$ 28.28	<u>52,233.7645</u> (2)	D	
Common Stock	04/12/2012	S	<u>8,000</u> (1)	D	\$ 90.67	<u>44,233.7645</u> (2)	D	
Common Stock	04/12/2012	M	<u>20,000</u> (1)	A	\$ 34.36	<u>64,233.7645</u> (2)	D	
Common Stock	04/12/2012	S	<u>20,000</u> (1)	D	\$ 92	<u>44,233.7645</u> (2)	D	
Common Stock						2,715.0299	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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(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)	Am or Num of S	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Employee Stock Option (Right-to-buy)	\$ 45.02	04/11/2012		M	<u>30,000</u> (1)	<u>(3)</u> 07/27/2012	Common Stock	30	
Employee Stock Option (Right-to-buy)	\$ 45.02	04/11/2012		M	<u>37,000</u> (1)	03/31/2006 <u>(3)</u> 07/27/2012	Common Stock	37	
Employee Stock Option (Right-to-buy)	\$ 32.92	04/12/2012		M	<u>5,500</u> (1)	<u>(4)</u> 07/30/2012	Common Stock	5,	
Employee Stock Option	\$ 28.28	04/12/2012		M	<u>8,000</u> (1)	<u>(5)</u> 01/27/2013	Common Stock	8,	

(Right-to-buy)

Employee

Stock Option	\$ 34.36	04/12/2012	M	20,000 <u>(1)</u>	01/27/2004	07/30/2013	Common Stock	20
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(Right-to-buy)

## 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	04/13/2012
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  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, intended to comply with Rule 10b5-1(c).
- (2) Includes 7,589.7663 shares acquired under the ESPP.
- (3) This option granted 07/27/2005 vested 50% on 2nd anniversary and 25% on 3rd and 4th anniversary.
- (4) This option granted 07/31/2002 vested 25% on 1st anniversary and 75% on 1/27/2004
- (5) This option granted 01/28/2003 vested 25% on 1st anniversary and 75% on 02/20/2004

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.