

IRBY ALTON F III
Form 4
August 04, 2009

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 *
IRBY ALTON F III

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)
ONE POST STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2009

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

SAN FRANCISCO, CA 94104

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

(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 (D) Price | | | |
| Common Stock | 07/31/2009 | | M | 3,334 (1) A \$ 25.5 | 12,751 | D | |
| Common Stock | 07/31/2009 | | S | 1,642 (1) D \$ 50.6 | 11,109 | D | |
| Common Stock | 07/31/2009 | | M | 6,687 (1) A \$ 20.5625 | 17,796 | D | |
| Common Stock | 07/31/2009 | | S | 2,718 (1) D \$ 50.6 | 15,078 | D | |
| Common Stock | | | | | 1,550 | I | Coppedge/Nalley Successor Trust Irby #2 |

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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 of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Director Stock Option (Right-to-Buy) | \$ 25.5 | 07/31/2009 | | M | 3,334 | 01/20/2000 ⁽²⁾ 01/20/2010 | Common Stock |
| Director Stock Option (Right-to-Buy) | \$ 20.5625 | 07/31/2009 | | M | 6,687 | 01/31/2001 ⁽³⁾ 01/31/2010 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| IRBY ALTON F III ONE POST STREET SAN FRANCISCO, CA 94104 | | X | | |

Signatures

Donna Spinola,
Attorney-in-Fact

08/03/2009

**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 06/15/09, intended to comply with Rule 10b5-1(c).

(2) Stock option grant pursuant to the issuer's 1997 Non-Employee Directors' Plan, and was 100% vested on grant date.

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- (3) Stock option grant pursuant to the issuer's 1997 Non-Employee Directors' Plan, and became 100% vested on the first anniversary date of the grant.

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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