

Spratt Randall N
Form 4
May 27, 2009

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

OMB
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(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)

05/22/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP, CIO

6. Individual or Joint/Group Filing(Check
Applicable Line)

__X__ 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	05/22/2009		M	7,605 A \$ 0	25,685.522 (1)	D	
Common Stock	05/22/2009		F	2,719 (2) D \$ 40.89	22,966.522 (1)	D	
Common Stock	05/23/2009		M	8,250 A \$ 0	31,216.522 (1)	D	
Common Stock	05/23/2009		F	2,950 (2) D \$ 40.89	28,266.522 (1)	D	
Common Stock					2,650.6788	I	By Profit-Sharing Investment

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 A Underlying S (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0	05/22/2009		M			7,605	<u>(3)</u>	<u>(3)</u>	Common Stock
Restricted Stock Units	\$ 0	05/23/2009		M			8,250	<u>(4)</u>	<u>(4)</u>	Common Stock
Restricted Stock Units	\$ 0	05/26/2009		A		24,934		<u>(5)</u>	<u>(5)</u>	Common Stock
Employee Stock Option (Right-to-buy)	\$ 40.46	05/26/2009		A		115,000		<u>(6)</u>	05/26/2016	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

Donna Spinola,
Attorney-in-fact
05/27/2009

__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) Includes 6479.523 shares acquired under the ESPP.

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- (2) This transaction represents a withholding of shares to cover taxes due applicable to a vesting of RSUs, also reported on this Form 4.
- (3) These units vest 50% on 5/22/2009 and 50% on 5/22/2011.
- (4) These units vest 50% on 5/23/2007 and 50% on 5/23/2009.
- (5) These units vest 100% on 05/20/2012.
- (6) This option granted 5/26/2009 vests 25% per year comencing 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.

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