

SHAW JANE E
Form 4
January 03, 2003

FORM 4

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

OMB APPROVAL

_ 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

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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

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| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol McKesson Corporation ("MCK") | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|--|--------------------------------------|--|---|---|--|------------|---|---|--|---|
| SHAW, Jane E. | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement for Month/Day/Year 1/1/03 | | <input checked="" type="checkbox"/> Director — | | | |
| (Last) (First) (Middle) | | | | | | | <input type="checkbox"/> 10% Owner — | | | |
| One Post Street | | | 5. If Amendment, Date of Original (Month/Day/Year) | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | <input type="checkbox"/> Officer (give title below) — <input type="checkbox"/> Other (specify below) | | | |
| (Street) | | | | | | | | | | |
| 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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 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 | | | |

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|--|--|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|--|--|

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| | | | | (Instr. 3, 4 & 5) | | | | Date Exer-cisable | Expira-tion Date | Title | Amount or Number of Shares | | Indirect (I) (Instr. 4) |
|-------------------------------|---------------|-----------------|--|-------------------|---|--------------------------|------------|-------------------|---------------------|------------|----------------------------|----------|-------------------------|
| | | | | Code | V | (A) | (D) | | | | | | |
| Restricted Stock Units | \$0.00 | 12/31/02 | | A | | 74⁽¹⁾ | (3) | (3) | Common Stock | 74 | | | |
| Restricted Stock Units | \$0.00 | 1/1/03 | | A | | 283⁽²⁾ | (3) | (3) | Common Stock | 283 | 357 | D | |

Explanation of Responses:

- (1) Restricted Stock Units credited to reporting person under the Issuer's 1997 Non-Employee Directors' Equity Compensation and Deferral Plan pursuant to reporting person's irrevocable election for payment of Board meeting fees.
- (2) Restricted Stock Units credited to reporting person under the Issuer's 1997 Non-Employee Directors' Equity Compensation and Deferral Plan pursuant to reporting person's irrevocable election for payment of Board retainer fees and Board Committee Chairmanship retainer fees.
- (3) The units are to be distributed as elected following the reporting person's retirement.

By: /s/ **Kristina Veaco**
Attorney-in-Fact

January 2, 2003
Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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