

SHAW JANE E
Form 4
April 02, 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).

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By
Romeo and Dye's
Section 16 Filer
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| 1. Name and Address of Reporting Person* SHAW, Jane E. (Last) (First) (Middle) One Post Street (Street) San Francisco, CA 94104 (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol McKesson Corporation ("MCK") | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input type="checkbox"/> Officer (give title below) — <input type="checkbox"/> Other (specify below) | | | |
|---|--------------------------------------|--|--|---|--|------------|--|---|--|---|
| 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Day/Year 04/01/03 | | 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 | | | | | |
| 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 | 03/31/03 | | A | | 341⁽¹⁾ | (3) | (3) | Common Stock | 341 | | |
| Restricted Stock Units | \$ 0.00 | 04/01/03 | | A | | 552⁽²⁾ | (3) | (3) | Common Stock | 552 | 893 D | |

Explanation of Responses:

- (1) Restricted Stock Units credited to reporting person pursuant to his irrevocable election under the Issuer's 1997 Non-Employee Directors' Equity Compensation and Deferral regarding Board meeting fees.
- (2) Restricted Stock Units credited to reporting person pursuant to his irrevocable election under the Issuer's 1997 Non-Employee Directors' Equity Compensation and Deferral Plan regarding the directors' annual retainer and committee chair annual retainer.
- (3) The units are to be distributed, as elected, after the reporting person leaves the Board.

By: /s/ **Lorna Hutcheson**
Attorney-in-Fact

April 1, 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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POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Kristi Lorna Hutcheson and Ivan D. Meyerson, signing singly, the undersigned's true and lawful attorneys

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and director of McKesson Corporation (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, which execution may include the insertion of the undersigned's typed name on the signature line of such Forms; and

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

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(3) take any other action of any type whatsoever in connection with the foregoing which, in the attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of a power herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact or attorneys-in-fact, or any of them, or their attorneys-in-fact or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in their capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the legal responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities of the Company, unless earlier revoked by the undersigned in signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 15th day of March, 2003.

/s/ Jane E. Shaw

Signature

Jane E. Shaw

Print Name