

WALGREEN CO
Form 4
November 08, 2013

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 *
SCHOLZ MIA M

(Last) (First) (Middle)
108 WILMONT ROAD
(Street)

DEERFIELD, IL 60015

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WALGREEN CO [WAG]

3. Date of Earliest Transaction
(Month/Day/Year)
11/06/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP - Corp. Fin. Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Walgreen Co. Common Stock	11/06/2013		M		8,897 A \$ 46.33	55,331 ⁽¹⁾	D
Walgreen Co. Common Stock	11/06/2013		S		8,897 D \$ 60.46 ⁽²⁾	46,434 ⁽¹⁾	D
Walgreen Co. Common Stock	11/06/2013		M		8,916 A \$ 49.46	55,350 ⁽¹⁾	D

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Walgreen Co. Common Stock	11/06/2013	S	9,316	D	\$ 60.25 <u>(3)</u>	46,034 ⁽¹⁾	D	
Walgreen Co. Common Stock	11/06/2013	S	400	D	\$ 60.45	0	I	By spouse
Walgreen Co. Common Stock	11/06/2013	G V	425	D	\$ 0	45,609 ⁽¹⁾	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 46.33	11/06/2013		M	8,897	09/01/2008 09/01/2015	Common Stock	8,897	
Employee Stock Option (right to buy)	\$ 49.46	11/06/2013		M	8,916	09/01/2009 09/01/2016	Common Stock	8,916	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHOLZ MIA M 108 WILMONT ROAD DEERFIELD, IL 60015			SVP - Corp. Fin. Operations	

Signatures

/s/ Mark L. Dosier,
attorney-in-fact

11/08/2013

__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 shares received upon reinvestment of dividends and shares underlying restricted stock units issued in lieu of dividends (through September 12, 2013) on outstanding restricted stock units.
The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.32 to \$60.63,
- (2) inclusive. The reporting person undertakes to provide to the SEC staff, the issuer, or any securityholder of the issuer, upon request, information regarding the number of shares sold at each price within the range indicated.
The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.14 to \$60.58,
- (3) inclusive. The reporting person undertakes to provide to the SEC staff, the issuer, or any securityholder of the issuer, upon request, information regarding the number of shares sold at each price within the range indicated.

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.