

EXPRESS SCRIPTS INC
Form 10-Q/A
May 08, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q/A

Amendment No. 2

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2006.
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____.

Commission File Number: 0-20199

EXPRESS SCRIPTS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)
13900 Riverport Dr., Maryland Heights,
Missouri
(Address of principal executive offices)

43-1420563
(I.R.S. employer identification no.)
63043
(Zip Code)

Registrant's telephone number, including area code: (314) 770-1666

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (check one):

Large accelerated filer Accelerated filer Non-accelerated filer

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Common stock outstanding as of March 31, 2006: 147,028,330 Shares

Explanatory Note

This Amendment No. 2 to Express Scripts, Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2006 filed with the Securities and Exchange Commission on April 26, 2006 as amended by Amendment No. 1 to Form 10-Q filed with the Securities and Exchange Commission on April 27, 2006 (the "Form 10-Q") is being filed solely to provide corrected certifications pursuant to Exchange Act Rule 13a-14(a) by inserting the statutory reference to internal control over financial reporting that was inadvertently omitted from the introductory sentence of paragraph 4 of the certifications previously filed as Exhibits 31.1 and 31.2 to the Form 10-Q.

There have been no changes from the Form 10-Q other than as described above. This Amendment No. 2 does not reflect events occurring after the original filing of the Form 10-Q, or modify or update in any way disclosures made in the Form 10-Q.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

EXPRESS SCRIPTS, INC.

By: _____ /s/ George Paz _____

George Paz

President and Chief Executive Officer

Date: May 5, 2006

EXHIBIT INDEX

Exhibit Number	Exhibits
31.1	Certification of George Paz, as President and Chief Executive Officer of Express Scripts, Inc. pursuant to Exchange Act Rule 13a-14(a).
31.2	Certification of Edward Stiften, as Senior Vice President and Chief Financial Officer of Express Scripts, Inc. pursuant to Exchange Act Rule 13a-14(a).
