SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

			or Sec	ction 30(h) of the In	ivestment Con	npany Act of 1940	3				
1. Name and Address of Reporting Person [*] Kehoe James				er Name and Ticke reens Boots 2				tionship of Reportin all applicable) Director Officer (give title	10% 0		
(Last) C/O WALGRE 108 WILMOT		(Middle) ALLIANCE, INC.	11/01/	of Earliest Transac 2021	ction (Month/D	ay/Year)		below) EVP and	below Global CFO	-	
					Original Filed	(Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) DEERFIELD	IL	60015					X	Form filed by One Form filed by Mor Person	1 0		
(City)	(State)	(Zip)									
		Table I - Nor	n-Derivative S	ecurities Acq	uired, Disj	oosed of, or Benefic	cially (Dwned			
1. Title of Security	/ (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transaction Code (Instr.	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4		5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial	

	(Month/Day/Year)	if any (Month/Day/Year)		8)		Beneficially Owned Following Reported	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	11/01/2021		A ⁽¹⁾		23,462	Α	\$ <mark>0</mark>	160,253 ⁽²⁾	D	
Common Stock	11/01/2021		F ⁽³⁾		3,439	D	\$47.32	156,814 ⁽²⁾	D	
Common Stock	11/01/2021		F ⁽³⁾		4,266	D	\$47.32	152,548 ⁽²⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(0.5.) parts, character, cpriority, contracting (0.5.)														
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. Transa Code (8)		Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Employee Stock Option (Right to Buy)	\$47.32	11/01/2021		A		153,346		(4)	11/01/2031	Common Stock	153,346	\$0	153,346	D	

Explanation of Responses:

1. Restricted stock unit award granted under the Walgreens Boots Alliance, Inc. 2021 Omnibus Incentive Plan (together with the related award agreement and the applicable election forms thereunder, the "Plan") vests in one-third increments on each of the first, second and third anniversaries of the November 1, 2021 date of grant, subject to acceleration or forfeiture in certain circumstances in accordance with the terms and conditions of the Plan.

2. Includes shares underlying restricted stock units issued in lieu of dividends (through October 29, 2021) on outstanding restricted stock units.

3. Disposition relating to the satisfaction of tax withholding obligations upon the vesting of restricted stock unit award granted in accordance with Rule 16b-3.

4. The option vests with respect to 51,064 shares on November 1, 2022, with respect to 51,064 shares on November 1, 2023, and with respect to 51,218 shares on November 1, 2024, subject to acceleration or forfeiture in certain circumstances in accordance with the terms and conditions of the Walgreens Boots Alliance, Inc. 2021 Omnibus Incentive Plan (together with the related grant agreement thereunder).

Remarks:



<u>11/03/2021</u> Date

** Signature of Reporting Person

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).

** 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.

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 Number.