

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Gourlay Alexander W.</u>  (Last) (First) (Middle) WALGREENS BOOTS ALLIANCE, INC. 108 WILMOT ROAD  (Street) DEERFIELD IL 60015  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Walgreens Boots Alliance, Inc. [ WBA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP and President of Walgreens
	3. Date of Earliest Transaction (Month/Day/Year) 12/29/2014	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/29/2014		j <sup>(1)</sup>		21,666	A	(1)	744,573	D	
Common Stock	12/29/2014		s <sup>(2)</sup>		10,184	D	\$76.71 <sup>(3)</sup>	734,389	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

**Explanation of Responses:**

- The reporting person acquired the shares upon vesting of an award granted on May 22, 2013 by Alliance Boots pursuant to the Alliance Boots 2012 Long Term Incentive Plan, as amended, in connection with the reporting person's prior service as an Alliance Boots executive. The grant was made as compensation for the reporting person's service and the reporting person paid no cash for the shares acquired. The closing price of Walgreen Co. common stock on December 29, 2014 was \$76.79 per share.
- Shares were sold to satisfy estimated tax liabilities in connection with the vesting of the shares reported herewith.
- The price reported is the price realized by the reporting person based on the average selling price realized by the plan administrator in market transactions on behalf of Alliance Boots 2012 Long Term Incentive Plan participants selling shares on such date to cover estimated tax liabilities.

**Remarks:**

On December 31, 2014, Walgreens Boots Alliance, Inc., a Delaware corporation, became the successor of Walgreen Co., an Illinois corporation, pursuant to a merger to effect a reorganization of Walgreen Co. into a holding company structure. The merger resulted in Walgreens Boots Alliance, Inc. becoming the parent holding company of Walgreen Co. and changed the company's domicile, but did not alter the proportionate interests of security holders.

/s/ Mark L. Dosier, Attorney-in-Fact      02/13/2015

\*\* Signature of Reporting Person      Date

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.