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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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| | | | of Section So(n) of the investment Company Act of 1540 | | | | | | | |
|--|---------|-------------------------|--|--|--|--|--|--|--|--|
| 1. Name and Addre | 1 0 | Person* | 2. Issuer Name and Ticker or Trading Symbol Walgreens Boots Alliance, Inc. [WBA] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | | | |
| (Last) WALGREENS | | (Middle) IANCE, INC. | 3. Date of Earliest Transaction (Month/Day/Year) 04/08/2015 | Officer (give title Other (specify below) below) | | | | | | |
| 108 WILMOT ROAD | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | |
| (Street) DEERFIELD | IL | 60015 | | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | |
| (City) | (State) | (Zip) | | | | | | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | |

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 3. Execution Date, if any (Month/Day/Year) 8) | | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and | | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (1130.4) | | |

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) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exerc Expiration Da (Month/Day/Y | ate | 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) | | |
| Phantom Stock Units | (1) | 04/08/2015 | | Α | | 234.456 | | (2) | (2) | Common Stock | 234.456 | \$87.68 | 45,196.4 ⁽³⁾ | D | |

Explanation of Responses:

1. The phantom stock is issued as non-employee director compensation under the Walgreens Boots Alliance, Inc. 2013 Omnibus Incentive Plan, as amended, and converts into the cash value of the company's common stock on a one-for-one basis.

2. To be settled in two installments, the first of which occurs within thirty days following termination of service as a director, and the second, one year after the first settlement date.

3. Includes phantom stock units issued in lieu of dividends (through March 31, 2015) on outstanding phantom stock units.

Remarks:

/s/ Kelsey Chin, Attorney-in-

Fact

04/10/2015

** 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.