SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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0.5

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Section 16. Form 4 or Form 5
bligations may continue. See
nstruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

			of Section So(n) of the investment Company Act of 1940								
1. Name and Addre		I Person [*]	2. Issuer Name and Ticker or Trading Symbol <u>Walgreens Boots Alliance, Inc.</u> [WBA]		tionship of Reporting Pe all applicable) Director	rson(s) to Issuer 10% Owner					
1		(Middle) ALLIANCE, INC.	3. Date of Earliest Transaction (Month/Day/Year) 10/24/2017		Officer (give title below)	Other (specify 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 Rep Form filed by More that Person	0					
(City)	(State)	(Zip)									
	Table L. Non-Derivative Securities Acquired Disposed of or Reneficially Owned										

le 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)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 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. Transa Code (8)		Derivative		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)	10/24/2017		A		445.831		(2)	(2)	Common Stock	445.831	\$67.29	26,220 ⁽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 (including the applicable election forms thereunder, the "Plan"), and each unit of phantom stock is the economic equivalent of one share of the company's common stock.

2. To be settled following termination of service as a director in accordance with the terms and conditions of the Plan.

3. Includes phantom stock units issued in lieu of dividends (through September 30, 2017) on outstanding phantom stock units.

Remarks:

/s/ Kelsey Chin, attorney-in-fact 10/25/2017

** 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.

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