



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-4561

March 12, 2010

Lori B. Marino
Vice President & Assistant General Counsel,
Corporate Law & Business Development
Medco Health Solutions, Inc.
100 Parsons Pond Drive
Franklin Lakes, NJ 07417

Re: Medco Health Solutions, Inc.
Incoming letter dated February 19, 2010

Dear Ms. Marino:

This is in response to your letter dated February 19, 2010 concerning the shareholder proposal submitted to Medco by Marie Bogda. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponent.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

Heather L. Maples
Senior Special Counsel

Enclosures

cc: Marie Bogda

*** FISMA & OMB Memorandum M-07-16 ***

March 12, 2010

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Medco Health Solutions, Inc.
Incoming letter dated February 19, 2010

The proposal relates to the use of corporate funds.

There appears to be some basis for your view that Medco may exclude the proposal under rule 14a-8(e)(2) because Medco received it after the deadline for submitting proposals. Accordingly, we will not recommend enforcement action to the Commission if Medco omits the proposal from its proxy materials in reliance on rule 14a-8(e)(2).

We note that Medco did not file its statement of objections to including the proposal in its proxy materials at least 80 calendar days before the date on which it will file definitive proxy materials as required by rule 14a-8(j)(1). Noting the circumstances of the delay, we grant Medco's request that the 80-day requirement be waived.

Sincerely,

Michael J. Reedich
Special Counsel

DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.



Lori B. Marino
Vice President & Assistant
General Counsel, Corporate Law
& Business Development

Medco Health Solutions, Inc.
100 Parsons Pond Drive
Franklin Lakes, NJ 07417

tel 201 269 5869
fax 201 243 7033
lori_marino@medco.com

February 19, 2010

Via Courier
Via E-Mail to shareholderproposals@sec.gov

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, DC 20549

Re: Securities Exchange Act of 1934 –
Omission of Shareholder Proposal Submitted by Mr. Marie Bogda

Ladies and Gentlemen:

Medco Health Solutions, Inc. (“Medco” or the “Company”) has received the shareholder proposal attached as Exhibit A (the “Proposal”) from Marie Bogda (the “Proponent”) for inclusion in the Company’s proxy statement and form of proxy for its 2010 Annual Meeting of Shareholders (the “2010 Proxy Materials”). Medco intends to omit the Proposal from its 2010 Proxy Materials pursuant to Rule 14a-8(e)(2). We respectfully request the concurrence of the staff of the Division of Corporation Finance (the “Staff”) that no enforcement action will be recommended if the Company omits the Proposal from its 2010 Proxy Materials.

In accordance with Rule 14a-8(j) of the Exchange Act, the Company has enclosed herewith six copies of this letter and its attachments and concurrently sent copies of this correspondence to the Proponent. By copy of this letter, Medco notifies the Proponent of its intention to omit the Proposal from its 2010 Proxy Materials. Medco agrees to promptly forward to the Proponent any Staff response to Medco’s no-action request that the Staff transmits to Medco by facsimile.

This letter is being submitted electronically pursuant to Question C of Staff Legal Bulletin No. 14D (Nov. 7, 2009). We are e-mailing this letter, including the Proposal attached as Exhibit A, to the Staff at shareholderproposals@sec.gov.

THE PROPOSAL

The resolution contained in the Proposal reads as follows:

“RESOLVED: that the board of directors adopt a policy prohibiting the use of corporate funds for any political election/campaign purposes.”

BASIS FOR EXCLUSION

The Company believes that the Proposal may properly be excluded from the 2010 Proxy Materials pursuant to Rule 14a-8(e)(2) because the Company received the Proposal after the deadline for submitting shareholder proposals.

ANALYSIS

The Proposal May Be Excluded under Rule 14a-8(e)(2) Because The Company Received It After the Deadline for Submitting Shareholder Proposals.

The Proponent requests that the Proposal be considered by the Company's shareholders at its next annual meeting. The Company's next expected shareholder meeting is its regularly scheduled annual meeting to be held on May 12, 2010. Under Rule 14a-8(e)(2), a proposal submitted with respect to a company's regularly scheduled annual meeting must be received by the Company “not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting”, unless “the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting,” in which case a different deadline applies.

As stated above, the Company's next Annual Meeting of Shareholders is scheduled for May 12, 2010. The date of the Company's annual meeting has not been changed by more than 30 days from the date of the previous year's meeting — the Company's 2009 Annual Meeting of Shareholders was held on May 21, 2009. Therefore, under Rule 14a-8(e)(2) all shareholder proposals were required to be received by the Company not less than 120 calendar days before the date of the Company's 2009 proxy statement, which was dated April 7, 2009. Pursuant to Rule 14a-5(e), the deadline for shareholder proposal submissions was disclosed in the Company's 2009 proxy statement, which stated under the caption “Requirements for 2010 Shareholder Proposals or Nominations” that shareholder proposals submitted for inclusion in the Company's 2010 Proxy Materials must be received by the Company no later than December 8, 2009.

The Proposal is dated February 1, 2010, and was received by mail by the Company on February 5, 2010, which was well after the December 8, 2009 deadline

established under the terms of Rule 14a-8. Therefore, because the Proposal was received after the deadline for submitting proposals, the Proposal is properly excludable under Rule 14a-8(e)(2).

CONCLUSION

Based upon the foregoing analysis, the Company respectfully requests that the Staff concur that it will take no action if the Company excludes the Proposal from its 2010 Proxy Materials in reliance on Rule 14a-8(e)(2).

Under Rule 14a-8(j), if a company intends to exclude a proposal from its proxy materials, "it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission." However, under this rule, the Staff has the discretion to permit a company to make its submission later than 80 days before the filing of the definitive proxy statement if the company demonstrates good cause for missing the deadline. The Company presently intends to file its definitive proxy materials with the Commission between March 29, 2010 and April 7, 2010. The Proposal was received on a date that is less than 80 days before the anticipated mailing date, and on such a date that made it impracticable for the Company to prepare and file this submission earlier than the current date. If the Company is required to wait 80 days from the date of this submission to file its definitive proxy statement, the Company's shareholders would not have sufficient time in advance of the meeting to properly consider the proxy materials. The Staff has consistently granted relief from the 80-day requirement in identical situations. *See, e.g., American Express Company* (avail. Feb. 2, 2010). Therefore, the Company respectfully requests that the Staff waive the 80-day requirement under Rule 14a-8(j) to permit the Company to file its definitive proxy materials prior to the 80th day after the date of this submission.

If the Staff has any questions with respect to the foregoing, please contact me at (201) 269-5869. I also may be reached by facsimile at (201) 243-7033 and would appreciate it if you would send your response to me by facsimile to that number.

Very truly yours,



Lori B. Marino

Cc:
Mr. Marie Bogda

*** FISMA & OMB Memorandum M-07-16 ***

David B. Snow, Jr. (Medco Health Solutions, Inc.)
Thomas M. Moriarty (Medco Health Solutions, Inc.)

February 1, 2010

Dear Corporate Secretary:

I own 120 shares and wish to offer the enclosed resolution for consideration at the next annual meeting. I hold these shares, *per se*, in my account at TD Ameritrade; have owned them for years and intend to continue to own them until the annual meeting.

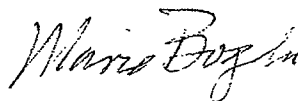
My address is:

*** FISMA & OMB Memorandum M-07-16 ***

Should the Board of Directors elect to act and make such a policy as I've requested at their own discretion, so much the better! I think it would be a very wise step.

Thank you.

Sincerely yours,

A handwritten signature in cursive script that reads "Marie Bogda".

Marie Bogda

(I'm new at this so if this submittal is incorrect in some manner or form, please advise so that I may make corrections in a timely manner.)

PROPOSED PROXY RESOLUTION

WHEREAS: The Supreme Court of the United States of America published a decision in January of 2010 which expanded the constitutional right of free speech protection in regards to political elections/campaigns to include corporations.

WHEREAS: A corporation acting under this newly expanded right of free speech may overwhelm the free speech rights of shareholders, customers and employees who hold a different political view.

WHEREAS: Corporations already have many avenues of political speech available to them such as lobbyists and corporate PACs.

WHEREAS: The purpose of the corporation is to please customers and shareholders; openly engaging in political elections/campaigns with corporate funds could be counterproductive to the corporate goals.

RESOLVED: That the board of directors adopt a policy prohibiting the use of corporate funds for any political election/campaign purposes.



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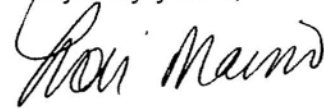
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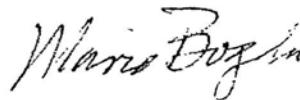
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