

MCKESSON CORP
Form 8-K
January 25, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Form 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): January 20, 2010

McKesson Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

1-13252

(Commission File Number)

94-3207296

(I.R.S. Employer Identification No.)

**McKesson Plaza, One Post Street, San Francisco,
California**

(Address of principal executive offices)

94104

(Zip Code)

Registrant's telephone number, including area code: **(415) 983-8300**

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

In order to more closely align ongoing executive incentives and stockholder expectations, on January 20, 2010 the Board of Directors (the Board) of McKesson Corporation (the Company) approved a number of important adjustments to the Company's corporate governance and executive compensation programs. A summary of each modification is provided below.

Executive Death Benefits Policy

To bring the Company's policies more in line with current practices at other leading corporations, the Board approved a new executive death benefits policy such that effective immediately, the Company will not enter into a new plan, program or agreement (a Benefit Agreement) with any executive officer, as defined by the Federal securities laws (an Executive Officer), or a material amendment of an existing Benefit Agreement with any Executive Officer, which provides for a death benefit that is not generally provided to all employees, including salary continuation upon the death of an Executive Officer, unless such Benefit Agreement or material amendment thereto is approved by the Company's stockholders pursuant to an advisory vote.

Executive Survivor Benefits Plan

In tandem with the new executive death benefits policy, the Board approved an amendment to the Company's Executive Survivor Benefits Plan (the ESBP) such that no new executive may be designated to participate in the plan, effective immediately. Thereby, participation in the Company's ESBP was frozen to the current roster of beneficiaries, which includes all current Executive Officers. For those that remain as plan participants, the ESBP will continue to provide a supplemental death benefit in addition to the voluntary and company-provided life insurance plan afforded to all employees. A detailed description of the ESBP is available in the Company's 2009 annual proxy statement on Schedule 14A, under the subheading Potential Payments upon Termination or Change-in-Control, which was filed with the Securities and Exchange Commission (the SEC) on June 15, 2009.

A copy of the ESBP, amended and restated as of January 20, 2010, is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

Item 8.01 Other Events.

Stock Ownership Policy

Recognizing the continuing importance of aligning executives with the interests of stockholders, on January 20, 2010 the Board strengthened and clarified a number of provisions in the Company's guidelines for stock ownership by executives (the Stock Ownership Policy). Specifically, in order to increase program clarity, the Stock Ownership Policy was restated such that the chief executive officer's holding requirement is now expressed as ten times his base salary, and the holding requirement for each of the Company's remaining Executive Officers is now expressed as six times his or her base salary. Prior to the restatement, the ownership requirement for the chief executive officer was four times his combined base salary and target annual cash bonus, which we refer to as the Management Incentive Plan (the MIP), and each of the Company's remaining Executive Officers had to achieve stock ownership equal in value to three times his or her combined base salary and target MIP.

All other provisions in the Stock Ownership Policy remain the same, except for the addition of a new enforcement feature. Effective immediately, each affected equity incentive award will include language

that the Company reserves the right to impose a sell restriction on the underlying shares of common stock delivered when these awards vest, should the executive fail to meet his or her ownership requirement as specified in the Stock Ownership Policy.

Compensation Recoupment Policy

The Board believes it desirable, and in the best interests of the Company and its stockholders, to maintain and enhance a culture that is focused on integrity and accountability, and that discourages conduct detrimental to the Company's sustainable growth. To that end, on January 20, 2010 the Board approved an updated Compensation Recoupment Policy (the Recoupment Policy) that both expands on and clarifies the previous clawback policies embedded in the Company's various incentive plans and programs. The updated Recoupment Policy applies to any Company employee who receives a cash or equity incentive award after January 20, 2010.

Under the Recoupment Policy, and consistent with the Company's core values, the Board determined that it may be appropriate for the Company to recover annual or long-term incentive compensation provided to certain employees in the event that these individuals engage in conduct that is detrimental to the Company. Specifically, the Company may recoup incentive compensation from any employee if: (i) he or she engages in intentional misconduct pertaining to any financial reporting requirement under the Federal securities laws resulting in the Company being required to prepare and file an accounting restatement with the SEC as a result of such misconduct, other than a restatement due to changes in accounting policy; (ii) there is a material negative revision of a financial or operating measure on the basis of which incentive compensation was awarded or paid to the employee; or (iii) he or she engages in any fraud, theft, misappropriation, embezzlement or dishonesty to the material detriment of the Company's financial results as filed with the SEC. If triggered, then to the fullest extent permitted by law, the Company may require the employee to reimburse the Company for all, or a portion of, any incentive compensation received in cash within the last 12 months, and remit to the Company any profits realized from the sale of the Company's common stock within the last 12 months.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.

Description

10.1	McKesson Corporation Executive Survivor Benefits Plan, amended and restated as of January 20, 2010.
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 25, 2010

McKesson Corporation

By: */s/ Laureen E. Seeger*

Laureen E. Seeger

Executive Vice President and General

Counsel

EXHIBIT INDEX

Exhibit No.	Description
10.1	McKesson Corporation Executive Survivor Benefits Plan, amended and restated as of January 20, 2010.

Income Trust

	Interest Rate	Maturity Date	Principal Amount (000)	Value
Pennsylvania (continued)				
Daniel Boone Area School District; Series 2008, Limited Tax GO Notes ^{(c)(d)}	5.00%	08/15/2018	\$ 635	\$ 703,053
Series 2008, Limited Tax GO Notes ^{(c)(d)}	5.00%	08/15/2018	445	492,691
Series 2008, Limited Tax GO Notes	5.00%	08/15/2032	920	999,479
Dauphin (County of) General Authority (Hapsco Western Hospital); Series 1992 B, Ref. RB ^(d)	6.25%	07/01/2016	770	793,092
Dauphin (County of) General Authority (Pinnacle Health System); Series 2009 A, Health System RB	5.75%	06/01/2020	5,475	6,277,087
Deer Lakes School District; Series 2009, Limited Tax GO Bonds (INS-AGC) ^(e)	5.38%	04/01/2034	1,000	1,118,090
Delaware (County of) Authority (Cabrini College); Series 1999, College RB (INS-AGC) ^(e)	5.75%	07/01/2023	360	360,882
Delaware (County of) Authority (Elwyn); Series 2010, RB	5.00%	06/01/2019	1,875	1,964,888
Series 2010, RB	5.00%	06/01/2023	975	1,001,783
Series 2010, RB	5.00%	06/01/2024	1,755	1,798,875
Series 2010, RB	5.00%	06/01/2025	750	767,048
Delaware (County of) Authority (Neumann College); Series 2008, College RB	6.25%	10/01/2038	325	328,650
Delaware (County of) Authority (Villanova University); Series 2015, RB	5.00%	08/01/2045	785	876,076
Delaware (County of) Industrial Development Authority (Covanta); Series 2015, Ref. RB	5.00%	07/01/2043	1,575	1,586,151
Delaware River Port Authority (Port District); Series 2012, Ref. RB	5.00%	01/01/2025	2,175	2,470,082
Series 2012, Ref. RB	5.00%	01/01/2027	1,290	1,450,063

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Delaware River Port Authority; Series 2010 D, RB	5.00%	01/01/2040	2,000	2,225,100
Series 2013, RB	5.00%	01/01/2031	1,000	1,149,600
Delaware Valley Regional Financial Authority; Series 2002, RB	5.75%	07/01/2017	4,375	4,700,456
Series 2002, RB	5.75%	07/01/2032	2,500	3,088,675
Doylestown (City of) Hospital Authority; Series 2013 A, RB (INS-AGM) ^(e)	5.00%	07/01/2024	3,025	3,447,018
East Hempfield (Township of) Industrial Development Authority (Student Services Inc. Student Housing); Series 2013, RB	5.00%	07/01/2035	750	783,518
Series 2013, RB	5.00%	07/01/2045	2,020	2,090,437
Series 2014, RB	5.00%	07/01/2039	750	781,005
Erie (City of) Higher Education Building Authority (Mercyhurst College); Series 2008, College RB	5.50%	03/15/2038	1,000	1,045,950
Franklin (County of) Industrial Development Authority (Chambersburg Hospital); Series 2010, RB	5.38%	07/01/2042	2,980	3,252,342
Fulton (County of) Industrial Development Authority (The Fulton County Medical Center); Series 2006, Hospital RB	5.90%	07/01/2040	2,000	2,015,100
Geisinger Authority (Geisinger Health System); Series 2011 A-1, Health System RB	5.13%	06/01/2041	1,500	1,650,195
Lancaster (County of) Higher Education Authority (Franklin & Marshall College); Series 2008, RB	5.00%	04/15/2037	3,430	3,692,566
Lancaster (County of) Hospital Authority (Brethren Village); Series 2008 A, RB	6.50%	07/01/2040	1,390	1,435,050
Lancaster (County of) Hospital Authority (Lancaster General Hospital); Series 2012, Health System RB	5.00%	07/01/2042	2,000	2,172,240
Lancaster (County of) Hospital Authority (Landis Homes Retirement Community);	5.00%	07/01/2045	1,575	1,606,799

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Series 2015, Ref. Health Center RB				
Lancaster (County of) Hospital Authority (Masonic Villages); Series 2015, Ref. RB	5.00%	11/01/2035	790	883,362
Lancaster (County of) Solid Waste Management Authority; Series 2013 A, Solid Waste Disposal System RB				
Lancaster (County of) Solid Waste Management Authority; Series 2013 A, Solid Waste Disposal System RB	5.25%	12/15/2030	1,000	1,151,980
Lehigh (County of) Authority; Series 2013 A, Water & Sewer RB	5.00%	12/01/2038	3,070	3,452,829
Lehigh (County of) General Purpose Authority (Bible Fellowship Church Homes, Inc.); Series 2013, RB				
Lehigh (County of) General Purpose Authority (Bible Fellowship Church Homes, Inc.); Series 2013, RB	5.25%	07/01/2042	2,675	2,768,893
Lehigh (County of) General Purpose Authority (Cedar Crest); Series 2006, General RB ^{(c)(d)}				
Lehigh (County of) General Purpose Authority (Cedar Crest); Series 2006, General RB ^{(c)(d)}	5.00%	04/01/2016	1,030	1,045,481
Series 2006, General RB ^{(c)(d)}	5.00%	04/01/2016	480	487,214
Lehigh (County of) General Purpose Authority (Lehigh Valley Health); Series 2005 B, Hospital RB (INS-AGM) ^(e)				
Lehigh (County of) General Purpose Authority (Lehigh Valley Health); Series 2005 B, Hospital RB (INS-AGM) ^(e)	5.00%	07/01/2035	1,000	1,068,200
Lycoming (County of) Authority (Pennsylvania College of Technology); Series 2011, RB	5.00%	07/01/2030	4,250	4,677,167

See accompanying notes which are an integral part of this schedule.

Invesco Pennsylvania Value Municipal Income Trust

	Interest Rate	Maturity Date	Principal Amount (000)	Value
Pennsylvania (continued)				
Lycoming (County of) Authority (Susquehanna Health System); Series 2009 A, Health System RB	5.75%	07/01/2039	\$ 3,750	\$ 4,047,000
Monroe (County of) Hospital Authority (Pocono Medical Center); Series 2007, RB	5.25%	01/01/2043	3,000	3,101,220
Montgomery (County of) Higher Education & Health Authority (Abington Memorial Hospital Obligated Group); Series 2012, RB	5.00%	06/01/2031	3,600	3,974,364
Montgomery (County of) Higher Education & Health Authority (Dickinson College); Series 2006 FF1, RB (INS-AGC) ^(e)	5.00%	05/01/2031	550	558,872
Montgomery (County of) Higher Education & Health Authority (Holy Redeemer Health System); Series 2014, Ref. RB	5.00%	10/01/2027	1,460	1,598,423
Montgomery (County of) Industrial Development Authority (ACTS Retirement-Life Communities, Inc.); Series 2006 A, RB	4.50%	11/15/2036	1,100	1,103,718
Series 2012, Ref. RB	5.00%	11/15/2027	2,400	2,591,160
Series 2012, Ref. RB	5.00%	11/15/2028	500	537,810
Montgomery (County of) Industrial Development Authority (Albert Einstein Healthcare); Series 2015, Ref. Health System RB	5.25%	01/15/2045	3,150	3,379,887
Montgomery (County of) Industrial Development Authority (Philadelphia Presbytery Homes, Inc.); Series 2010, RB	6.63%	12/01/2030	3,905	4,466,266
Montgomery (County of) Industrial Development Authority (Whitemarsh Community); Series 2008, Mortgage RB ^{(c)(d)}	7.00%	02/01/2018	1,500	1,696,740
Northampton (County of) General Purpose Authority (Lehigh University); Series 2009, Higher Education RB	5.00%	11/15/2039	2,000	2,203,360
Series 2009, Higher Education RB	5.50%	11/15/2033	4,000	4,477,600

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Northampton (County of) General Purpose Authority (St. Luke's Hospital);				
Series 2008 A, Hospital RB	5.50%	08/15/2035	2,000	2,174,740
Series 2010 C, Hospital RB ^(c)	4.50%	08/15/2016	2,000	2,046,060
Northampton (County of) Industrial Development Authority (Morningstar Senior Living, Inc.);				
Series 2012, RB	5.00%	07/01/2032	740	763,835
Series 2012, RB	5.00%	07/01/2036	1,000	1,031,060
Northeastern York School District;				
Series 2007 B, Limited Tax GO Bonds ^{(c)(d)}	5.00%	04/01/2017	1,000	1,058,390
Series 2007 B, Limited Tax GO Bonds ^{(c)(d)}	5.00%	04/01/2017	2,000	2,116,780
Owen J. Roberts School District; Series 2006, Unlimited Tax GO Notes ^{(c)(d)}	5.00%	05/15/2016	5,000	5,108,350
Pennsylvania (Commonwealth of);				
First Series 2006, Unlimited Tax GO Bonds ^{(c)(d)}	5.00%	10/01/2016	3,000	3,116,340
First Series 2013, Unlimited Tax GO Bonds ^(b)	5.00%	04/01/2028	15,000	17,408,850
Pennsylvania (State of) Economic Development Financing Agency (Forum Place);				
Series 2012, Governmental Lease RB	5.00%	03/01/2034	1,750	1,909,530
Pennsylvania (State of) Economic Development Financing Authority (Amtrak);				
Series 2012 A, Ref. Exempt Facilities RB ^(f)	5.00%	11/01/2041	3,830	4,114,454
Pennsylvania (State of) Economic Development Financing Authority (Aqua Pennsylvania, Inc.);				
Series 2010 A, Ref. Water Facility RB ^(f)	5.00%	12/01/2034	2,000	2,171,940
Pennsylvania (State of) Economic Development Financing Authority (National Gypson Co.);				
Series 2014, Ref. Exempt Facilities RB ^{(f)(g)}	5.50%	11/01/2044	2,365	2,445,717
Pennsylvania (State of) Economic Development Financing Authority (PA Bridges Finco L.P.);				
Series 2015, RB ^(f)	5.00%	06/30/2042	5,915	6,334,078
Pennsylvania (State of) Economic Development Financing Authority (Philadelphia Biosolids Facility);				
Series 2009, Sewage Sludge Disposal RB	5.50%	01/01/2018	1,000	1,039,870

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Series 2009, Sewage Sludge Disposal RB	6.25%	01/01/2032	2,000	2,212,460
Pennsylvania (State of) Economic Development Financing Authority (PPL Energy Supply); Series 2009 A, Ref. Exempt Facilities RB				
	6.40%	12/01/2038	2,000	2,091,540
Pennsylvania (State of) Economic Development Financing Authority (Waste Management, Inc.); Series 2005 A, Solid Waste Disposal RB ^(f)				
	5.10%	10/01/2027	3,690	3,740,922
Pennsylvania (State of) Higher Educational Facilities Authority (AICUP Financing Program-Del Valley College); Series 2012, RB				
	5.00%	11/01/2027	1,650	1,777,677

See accompanying notes which are an integral part of this schedule.

Invesco Pennsylvania Value Municipal Income Trust

	Interest Rate	Maturity Date	Principal Amount (000)	Value
Pennsylvania (continued)				
Pennsylvania (State of) Higher Educational Facilities Authority (Edinboro University Foundation);				
Series 2008, RB	5.88%	07/01/2038	\$ 2,750	\$ 2,854,198
Series 2010, RB	6.00%	07/01/2043	1,000	1,067,220
Pennsylvania (State of) Higher Educational Facilities Authority (La Salle University);				
Series 2012, RB	5.00%	05/01/2042	3,320	3,485,402
Pennsylvania (State of) Higher Educational Facilities Authority (Shippensburg University Student Services);				
Series 2012, RB	5.00%	10/01/2035	2,150	2,236,839
Series 2012, RB	5.00%	10/01/2044	1,000	1,031,430
Pennsylvania (State of) Higher Educational Facilities Authority (St. Joseph's University);				
Series 2010 A, RB	5.00%	11/01/2040	5,000	5,577,700
Pennsylvania (State of) Higher Educational Facilities Authority (State System Higher Education); Series 2010 AL, RB				
	5.00%	06/15/2021	1,450	1,668,689
Pennsylvania (State of) Higher Educational Facilities Authority (Temple University); First				
Series 2012, RB	5.00%	04/01/2042	2,430	2,696,595
Pennsylvania (State of) Higher Educational Facilities Authority (Thomas Jefferson University);				
Series 2010, RB	5.00%	03/01/2040	1,000	1,068,940
Series 2015, Ref. RB	5.25%	09/01/2050	3,155	3,501,103
Pennsylvania (State of) Higher Educational Facilities Authority (University Properties, Inc.);				
Series 2010, Student Housing RB	5.00%	07/01/2042	2,320	2,381,457
Pennsylvania (State of) Intergovernmental Cooperation Authority (City of Philadelphia Funding Program);				
Series 2009, Ref. Special Tax RB ^(b)	5.00%	06/15/2021	12,135	13,585,861
Pennsylvania (State of) Turnpike Commission;				
Series 2008 A-1, RB (INS-AGC) ^{(b)(e)}	5.00%	06/01/2038	12,995	13,957,280
Series 2009 C, Sub. Conv. CAB RB (INS-AGM) ^{(e)(h)}	6.25%	06/01/2033	5,840	7,198,326
Series 2009 E, Sub. Conv. CAB RB ^(h)	6.38%	12/01/2038	720	819,547
Series 2010 A 1, Motor License Fund Special RB	5.00%	12/01/2038	1,000	1,109,250
Series 2010 A-2, Motor License Fund Special Conv. CAB RB ^(h)	5.50%	12/01/2034	2,065	2,270,137
Series 2010 B 2, Conv. CAB RB ^(h)	5.00%	12/01/2030	1,875	2,027,700
Series 2010 B 2, Conv. CAB RB ^(h)	5.13%	12/01/2035	1,500	1,612,590
Series 2011 B, Sub. Motor License Fund Special RB ^(b)	5.00%	12/01/2041	11,000	12,073,600
Series 2014, Ref. RB	5.00%	12/01/2034	1,500	1,709,745
Philadelphia (City of) Authority for Industrial Development (The Children's Hospital of Philadelphia);				
Series 2014 A, Hospital RB ^(b)	5.00%	07/01/2042	6,000	6,728,460
	5.00%	07/01/2041	2,000	2,210,760

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Philadelphia (City of) Hospitals & Higher Education Facilities Authority (Children s Hospital of Philadelphia); Series 2011, RB				
Philadelphia (City of) Hospitals & Higher Education Facilities Authority (Jefferson Health System); Series 2010 B, RB ^{(e)(d)}	5.00%	05/15/2020	4,995	5,803,191
Philadelphia (City of) Industrial Development Authority (Architecture & Design Charter High School); Series 2013, RB	6.13%	03/15/2043	1,915	2,069,387
Philadelphia (City of) Industrial Development Authority (Discovery Charter School); Series 2012, RB	5.88%	04/01/2032	450	445,536
Philadelphia (City of) Industrial Development Authority (Discovery Charter School); Series 2012, RB	6.25%	04/01/2037	500	502,305
Philadelphia (City of) Industrial Development Authority (First Philadelphia Preparatory Charter School); Series 2014 A, RB	7.00%	06/15/2033	3,125	3,495,187
Philadelphia (City of) Industrial Development Authority (Global Leadership Academy Charter School); Series 2010, RB	6.38%	11/15/2040	1,000	1,068,510
Philadelphia (City of) Industrial Development Authority (Independence Charter School); Series 2007 A, RB	5.50%	09/15/2037	2,815	2,858,858
Philadelphia (City of) Industrial Development Authority (MaST Charter School); Series 2010, RB	6.00%	08/01/2035	1,660	1,835,744
Philadelphia (City of) Industrial Development Authority (New Foundations Charter School); Series 2012, RB	6.63%	12/15/2041	1,250	1,377,275
Philadelphia (City of) Industrial Development Authority (Performing Arts Charter School); Series 2013, RB ^(g)	6.50%	06/15/2033	3,055	3,199,196
Philadelphia (City of) Parking Authority; Series 1999 A, RB (INS-AMBAC) ^(e)	5.25%	02/15/2029	1,645	1,650,708

See accompanying notes which are an integral part of this schedule.

Invesco Pennsylvania Value Municipal Income Trust

	Interest Rate	Maturity Date	Principal Amount (000)	Value
Pennsylvania (continued)				
Philadelphia (City of);				
Ninth Series 2010, Gas Works RB	5.00%	08/01/2030	\$ 1,500	\$ 1,647,585
Ninth Series 2010, Gas Works RB	5.25%	08/01/2040	3,610	4,029,771
Series 2007 A, Airport RB (INS-AGM) ^{(e)(f)}	5.00%	06/15/2037	3,000	3,107,610
Series 2008 A, Ref. Unlimited Tax GO Bonds (INS-AGM) ^(e)	5.25%	12/15/2025	3,500	3,854,900
Series 2009 A, Ref. Unlimited Tax GO Bonds (INS-AGC) ^(e)	5.50%	08/01/2024	1,500	1,706,445
Series 2009 A, Water & Wastewater RB	5.25%	01/01/2036	1,500	1,644,690
Series 2009 B, Limited Tax GO Bonds ^{(c)(d)}	7.13%	07/15/2016	1,040	1,084,179
Series 2010 C, Water & Wastewater RB (INS-AGM) ^(e)	5.00%	08/01/2035	2,750	3,087,122
Series 2011, Unlimited Tax GO Bonds	6.00%	08/01/2036	2,000	2,310,520
Series 2014 A, Ref. Unlimited Tax GO Bonds	5.25%	07/15/2034	1,000	1,146,380
Twelfth Series 1990 B, Gas Works RB ^(d)	7.00%	05/15/2020	1,910	2,177,954
Philadelphia (State of) Authority for Industrial Development (Temple University); First				
Series 2015, Ref. RB	5.00%	04/01/2045	1,970	2,188,591
Philadelphia School District; Series 2008 E, Limited Tax GO Bonds (INS-BHAC) ^(e)				
	5.13%	09/01/2023	2,500	2,748,025
Pittsburgh (City of) & Allegheny (County of) Sports & Exhibition Authority (Regional Asset District); Series				
2010, Ref. Sales Tax RB (INS-AGM) ^(e)	5.00%	02/01/2031	3,235	3,652,671
Pittsburgh (City of) & Allegheny (County of) Sports & Exhibition Authority; Series 2010, Ref. Hotel Room Excise Tax RB (INS-AGM) ^(e)				
	5.00%	02/01/2035	1,000	1,119,760
Pittsburgh (City of) Water & Sewer Authority;				
Series 2008 D1, First Lien RB (INS-AGM) ^(e)	5.00%	09/01/2024	2,000	2,188,860
Series 2008 D1, First Lien RB (INS-AGM) ^(e)	5.00%	09/01/2025	3,000	3,278,190
Series 2013 A, Ref. First Lien RB	5.00%	09/01/2031	1,250	1,424,513
Southcentral (Region of) General Authority (Wellspan Health Obligated Group);				
Series 2014, Ref. RB ^(b)	5.00%	06/01/2044	11,820	13,095,851
Southeastern Pennsylvania Transportation Authority;				
Series 2011, Capital Grant Receipts RB	5.00%	06/01/2029	2,480	2,796,894
State Public School Building Authority (Harrisburg School District); Series 2009 A, RB (INS-AGC) ^(e)				
	5.00%	11/15/2033	2,500	2,723,550
State Public School Building Authority (Philadelphia School District); Series 2012, Lease RB				
	5.00%	04/01/2032	1,500	1,625,025
Susquehanna Area Regional Airport Authority; Series				
2012 A, Airport System RB ^(f)	5.00%	01/01/2027	4,415	4,811,953
Union (County of) Hospital Authority (Evangelical Community Hospital); Series 2011, Ref. & Improvement RB				
	7.00%	08/01/2041	3,000	3,541,440

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University of Pittsburgh - of the Commonwealth				
System of Higher Education (University Capital);				
Series 2000 B, Ref. RB ^(b)	5.25%	09/15/2034	10,000	11,327,200
Series 2005 A, RB ^{(b)(i)}	5.25%	09/15/2030	10,000	11,348,300
Washington (County of) Industrial Development				
Authority (Washington Jefferson College);				
Series 2010, College RB	5.00%	11/01/2036	1,700	1,896,877
Series 2010, College RB	5.25%	11/01/2030	1,500	1,692,105
Washington (County of) Redevelopment Authority				
(Victory Centre Tanger Outlet Development); Series				
2006 A, Tax Allocation RB	5.45%	07/01/2035	455	461,097
West Mifflin Area School District;				
Series 2009, Limited Tax GO Bonds (INS-AGM) ^(e)	5.13%	04/01/2031	1,500	1,634,325
Series 2009, Limited Tax GO Bonds (INS-AGM) ^(e)	5.50%	04/01/2024	500	553,500
Westmoreland (County of) Industrial Development				
Authority (Redstone Presbyterian Senior Care				
Obligated Group); Series 2005 A, Retirement				
Community RB ^{(c)(d)}	5.75%	01/01/2016	2,350	2,361,257
Westmoreland (County of) Municipal Authority;				
Series 2013, RB	5.00%	08/15/2031	2,250	2,562,525
Series 2013, RB	5.00%	08/15/2037	2,000	2,245,560
Wilkes-Barre (City of) Finance Authority (University				
of Scranton); Series 2010, RB				
Wilkes-Barre (City of) Finance Authority (Wilkes	5.00%	11/01/2040	2,650	2,956,181
University); Series 2007, Ref. RB	5.00%	03/01/2037	3,000	3,064,530
				484,247,587
Guam 4.60%				
Guam (Territory of) (Section 30);				
Series 2009 A, Limited Obligation RB	5.63%	12/01/2029	1,250	1,383,837
Series 2009 A, Limited Obligation RB	5.75%	12/01/2034	1,065	1,181,905

See accompanying notes which are an integral part of this schedule.

Invesco Pennsylvania Value Municipal Income Trust

	Interest Rate	Maturity Date	Principal Amount (000)	Value
Guam (continued)				
Guam (Territory of) International Airport Authority;				
Series 2013 C, General RB ^(f)	6.25%	10/01/2034	\$ 1,500	\$ 1,746,405
Series 2013 C, General RB (INS-AGM) ^{(e)(f)}	6.00%	10/01/2034	1,550	1,822,769
Guam (Territory of) Power Authority;				
Series 2010 A, RB	5.50%	10/01/2040	1,285	1,414,579
Series 2012 A, Ref. RB	5.00%	10/01/2034	1,700	1,837,666
Guam (Territory of) Waterworks Authority;				
Series 2010, Water & Wastewater System RB	5.63%	07/01/2040	3,000	3,289,170
Series 2014 A, Ref. Water & Wastewater System RB	5.00%	07/01/2029	1,055	1,177,675
Guam (Territory of); Series 2011 A, Business Privilege Tax RB	5.25%	01/01/2036	1,700	1,873,502
				15,727,508
Virgin Islands 2.19%				
Virgin Islands (Government of) Port Authority;				
Series 2014 B, Ref. Marine RB	5.00%	09/01/2044	970	1,052,169
Virgin Islands (Government of) Public Finance Authority (Matching Fund Loan Note - Diageo);				
Series 2009 A, Sub. RB	6.63%	10/01/2029	2,425	2,714,545
Virgin Islands (Government of) Public Finance Authority (Matching Fund Loan Note);				
Series 2010 A, Sr. Lien RB	5.00%	10/01/2029	2,500	2,725,775
Series 2012 A, RB ^(g)	4.00%	10/01/2022	930	991,064
				7,483,553
Puerto Rico 0.51%				
Puerto Rico (Commonwealth of); Series 2014 A, Unlimited Tax GO Bonds	8.00%	07/01/2035	2,400	1,749,768
TOTAL INVESTMENTS ^(j) 148.95% (Cost \$473,962,283)				509,208,416
FLOATING RATE NOTE OBLIGATIONS (18.25)%				
Notes with interest and fee rates ranging from 0.54% to 0.73% at 11/30/2015 and contractual maturities of collateral ranging from 06/15/2021 to 12/01/2045 (See Note 1D) ^(k)				(62,380,000)
VARIABLE RATE MUNI TERM PREFERRED SHARES (38.06)%				(130,100,000)
OTHER ASSETS LESS LIABILITIES 7.36%				25,138,878
NET ASSETS APPLICABLE TO COMMON SHARES 100.00%				\$ 341,867,294

Investment Abbreviations:

AGC	Assured Guaranty Corp.
AGM	Assured Guaranty Municipal Corp.
AMBAC	American Municipal Bond Assurance Corp.
BHAC	Berkshire Hathaway Assurance Corp.
CAB	Capital Appreciation Bonds
Conv.	Convertible
GO	General Obligation

Gtd.	Guaranteed
INS	Insurer
PCR	Pollution Control Revenue Bonds
RB	Revenue Bonds
Ref.	Refunding
Sr.	Senior.
Sub.	Subordinated

See accompanying notes which are an integral part of this schedule.

Invesco Pennsylvania Value Municipal Income Trust

Notes to Schedule of Investments:

- (a) Calculated as a percentage of net assets. Amounts in excess of 100% are due to the Trust's use of leverage.
- (b) Underlying security related to TOB Trusts entered into by the Trust. See Note 1D.
- (c) Security has an irrevocable call by the issuer or mandatory put by the holder. Maturity date reflects such call or put.
- (d) Advance refunded; secured by an escrow fund of U.S. Government obligations or other highly rated collateral.
- (e) Principal and/or interest payments are secured by the bond insurance company listed.
- (f) Security subject to the alternative minimum tax.
- (g) Security purchased or received in a transaction exempt from registration under the Securities Act of 1933, as amended (the 1933 Act). The security may be resold pursuant to an exemption from registration under the 1933 Act, typically to qualified institutional buyers. The aggregate value of these securities at November 30, 2015 was \$6,635,977, which represented 1.94% of the Trust's Net Assets.
- (h) Convertible CAB. The interest rate shown represents the coupon rate at which the bond will accrue at a specified future date.
- (i) Security is subject to a reimbursement agreement which may require the Trust to pay amounts to a counterparty in the event of a significant decline in the market value of the security underlying the TOB Trusts. In case of a shortfall, the maximum potential amount of payments the Trust could ultimately be required to make under the agreement is \$6,665,000. However, such shortfall payment would be reduced by the proceeds from the sale of the security underlying the TOB Trusts.
- (j) This table provides a listing of those entities that have either issued, guaranteed, backed or otherwise enhanced the credit quality of more than 5% of the securities held in the portfolio. In instances where the entity has guaranteed, backed or otherwise enhanced the credit quality of a security, it is not primarily responsible for the issuer's obligations but may be called upon to satisfy the issuer's obligations.

Entity	Percentage
Assured Guaranty Municipal Corp.	9.3%

- (k) Floating rate note obligations related to securities held. The interest and fee rates shown reflect the rates in effect at November 30, 2015. At November 30, 2015, the Trust's investments with a value of \$108,332,248 are held by TOB Trusts and serve as collateral for the \$62,380,000 in the floating rate note obligations outstanding at that date.

See accompanying notes which are an integral part of this schedule.

Invesco Pennsylvania Value Municipal Income Trust

Notes to Quarterly Schedule of Portfolio Holdings

November 30, 2015

(Unaudited)

NOTE 1 Significant Accounting Policies

A. Security Valuations Securities, including restricted securities, are valued according to the following policy. Securities are fair valued using an evaluated quote provided by an independent pricing service approved by the Board of Trustees. Evaluated quotes provided by the pricing service may be determined without exclusive reliance on quoted prices, and may reflect appropriate factors such as institution-size trading in similar groups of securities, developments related to specific securities, dividend rate (for unlisted equities), yield (for debt obligations), quality, type of issue, coupon rate (for debt obligations), maturity (for debt obligations), individual trading characteristics and other market data. Debt obligations are subject to interest rate and credit risks. In addition, all debt obligations involve some risk of default with respect to interest and/or principal payments.

Securities for which market quotations either are not readily available or became unreliable are valued at fair value as determined in good faith by or under the supervision of the Trust's officers following procedures approved by the Board of Trustees. Some of the factors which may be considered in determining fair value are fundamental analytical data relating to the investment; the nature and duration of any restrictions on transferability or disposition; trading in similar securities by the same issuer or comparable companies; relevant political, economic or issuer specific news; and other relevant factors under the circumstances.

The Trust may invest in securities that are subject to interest rate risk, meaning the risk that the prices will generally fall as interest rates rise and, conversely, the prices will generally rise as interest rates fall. Specific securities differ in their sensitivity to changes in interest rates depending on their individual characteristics. Changes in interest rates may result in increased market volatility, which may affect the value and/or liquidity of certain Trust investments.

Valuations change in response to many factors including the historical and prospective earnings of the issuer, the value of the issuer's assets, general economic conditions, interest rates, investor perceptions and market liquidity. Because of the inherent uncertainties of valuation, the values reflected in the financial statements may materially differ from the value received upon actual sale of those investments.

B. Securities Transactions and Investment Income Securities transactions are accounted for on a trade date basis. Realized gains or losses on sales are computed on the basis of specific identification of the securities sold. Interest income (net of withholding tax, if any) is recorded on the accrual basis from settlement date. Dividend income (net of withholding tax, if any) is recorded on the ex-dividend date. Bond premiums and discounts are amortized and/or accreted for financial reporting purposes.

The Trust may periodically participate in litigation related to Trust investments. As such, the Trust may receive proceeds from litigation settlements. Any proceeds received are included in the Statement of Operations as realized gain (loss) for investments no longer held and as unrealized gain (loss) for investments still held.

Brokerage commissions and mark ups are considered transaction costs and are recorded as an increase to the cost basis of securities purchased and/or a reduction of proceeds on a sale of securities. Such transaction costs are included in the determination of net realized and unrealized gain (loss) from investment securities reported in the Statement of Operations and the Statement of Changes in Net Assets and the net realized and unrealized gains (losses) on securities per share in the Financial Highlights. Transaction costs are included in the calculation of the Trust's net asset value

and, accordingly, they reduce the Trust's total returns. These transaction costs are not considered operating expenses and are not reflected in net investment income reported in the Statement of Operations and the Statement of Changes in Net Assets, or the net investment income per share and the ratios of expenses and net investment income reported in the Financial Highlights, nor are they limited by any expense limitation arrangements between the Trust and the investment adviser.

- C. Country Determination** For the purposes of making investment selection decisions and presentation in the Schedule of Investments, the investment adviser may determine the country in which an issuer is located and/or credit risk exposure based on various factors. These factors include the laws of the country under which the issuer is organized, where the issuer maintains a principal office, the country in which the issuer derives 50% or more of its total revenues and the country that has the primary market for the issuer's securities, as well as other criteria. Among the other criteria that may be evaluated for making this determination are the country in which the issuer maintains 50% or more of its assets, the type of security, financial guarantees and enhancements, the nature of the collateral and the sponsor organization. Country of issuer and/or credit risk exposure has been determined to be the United States of America, unless otherwise noted.
- D. Floating Rate Note Obligations** The Trust invests in inverse floating rate securities, such as Tender Option Bonds (TOBs), for investment purposes and to enhance the yield of the Trust. Such securities may be purchased in the secondary market without

Invesco Pennsylvania Value Municipal Income Trust

D. Floating Rate Note Obligations (continued)

first owning an underlying bond but generally are created through the sale of fixed rate bonds by the Trust to special purpose trusts established by a broker dealer or by the Trust (TOB Trusts) in exchange for cash and residual interests in the TOB Trusts' assets and cash flows, which are in the form of inverse floating rate securities. The TOB Trusts finance the purchases of the fixed rate bonds by issuing floating rate notes to third parties and allowing the Trust to retain residual interests in the bonds. The floating rate notes issued by the TOB Trusts have interest rates that reset weekly and the floating rate note holders have the option to tender their notes to the TOB Trusts for redemption at par at each reset date. The residual interests held by the Trust (inverse floating rate securities) include the right of the Trust (1) to cause the holders of the floating rate notes to tender their notes at par at the next interest rate reset date, and (2) to transfer the municipal bond from the TOB Trust to the Trust, thereby collapsing the TOB Trust. Inverse floating rate securities tend to underperform the market for fixed rate bonds in a rising interest rate environment, but tend to outperform the market for fixed rate bonds when interest rates decline or remain relatively stable.

The Trust generally invests in inverse floating rate securities that include embedded leverage, thus exposing the Trust to greater risks and increased costs. The primary risks associated with inverse floating rate securities are varying degrees of liquidity and decreases in the value of such securities in response to changes in interest rates to a greater extent than fixed rate securities having similar credit quality, redemption provisions and maturity, which may cause the Trust's net asset value to be more volatile than if it had not invested in inverse floating rate securities. In certain instances, the short-term floating rate notes created by the TOB Trust may not be able to be sold to third parties or, in the case of holders tendering (or putting) such notes for repayment of principal, may not be able to be remarketed to third parties. In such cases, the TOB Trust holding the fixed rate bonds may be collapsed with the entity that contributed the fixed rate bonds to the TOB Trust. In the case where a TOB Trust is collapsed with the Trust, the Trust will be required to repay the principal amount of the tendered securities, which may require the Trust to sell other portfolio holdings to raise cash to meet that obligation. The Trust could therefore be required to sell other portfolio holdings at a disadvantageous time or price to raise cash to meet this obligation, which risk will be heightened during times of market volatility, illiquidity or uncertainty. The embedded leverage in the TOB Trust could cause the Trust to lose more money than the value of the asset it has contributed to the TOB Trust and greater levels of leverage create the potential for greater losses. In addition, a Trust may enter into reimbursement agreements with the liquidity provider of certain TOB transactions in connection with certain residuals held by the Trust. These agreements commit a Trust to reimburse the liquidity provider to the extent that the liquidity provider must provide cash to a TOB Trust, including following the termination of a TOB Trust resulting from a mandatory tender event (liquidity shortfall). The reimbursement agreement will effectively make the Trust liable for the amount of the negative difference, if any, between the liquidation value of the underlying security and the purchase price of the floating rate notes issued by the TOB Trust.

The Trust accounts for the transfer of fixed rate bonds to the TOB Trusts as secured borrowings, with the securities transferred remaining in the Trust's investment assets, and the related floating rate notes reflected as Trust liabilities under the caption *Floating rate note obligations* on the Statement of Assets and Liabilities. The Trust records the interest income from the fixed rate bonds under the caption *Interest* and records the expenses related to floating rate obligations and any administrative expenses of the TOB Trusts as a component of *Interest, facilities and maintenance fees* on the Statement of Operations.

Final rules implementing section 619 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Volcker Rule) prohibit banking entities from engaging in proprietary trading of certain instruments and limit such entities' investments in, and relationships with, covered funds , as defined in the rules. These rules preclude banking entities and their affiliates from sponsoring and/or providing services for existing TOB Trusts. A new TOB structure is being utilized by the Trust wherein the Trust, as holder of the residuals, will perform certain duties previously performed by banking entities as sponsors of TOB Trusts. These duties may be performed by a third-party service

provider. The Trust's expanded role under the new TOB structure may increase its operational and regulatory risk. The new structure is substantially similar to the previous structure; however, pursuant to the Volcker Rule, the remarketing agent would not be able to repurchase tendered floaters for its own account upon a failed remarketing. In the event of a failed remarketing, a banking entity serving as liquidity provider may loan the necessary funds to the TOB Trust to purchase the tendered floaters. The TOB Trust, not the Trust, would be the borrower and the loan from the liquidity provider will be secured by the purchased floaters now held by the TOB Trust. However, as previously described, the Trust would bear the risk of loss with respect to any liquidity shortfall to the extent it entered into a reimbursement agreement with the liquidity provider.

There can be no assurances that the new TOB structure will continue to be a viable form of leverage. Further, there can be no assurances that alternative forms of leverage will be available to the Trust in order to maintain current levels of leverage. Any alternative forms of leverage may be less advantageous to the Trust, and may adversely affect the Trust's net asset value, distribution rate and ability to achieve its investment objective.

TOBs are presently classified as private placement securities. Private placement securities are subject to restrictions on resale because they have not been registered under the Securities Act of 1933, as amended (the "1933 Act"), or are otherwise not readily

Invesco Pennsylvania Value Municipal Income Trust

D. Floating Rate Note Obligations (continued)

marketable. As a result of the absence of a public trading market for these securities, they may be less liquid than publicly traded securities. Although atypical, these securities may be resold in privately negotiated transactions, the prices realized from these sales could be less than those originally paid by the Trust or less than what may be considered the fair value of such securities.

E. Other Risks The value of, payment of interest on, repayment of principal for and the ability to sell a municipal security may be affected by constitutional amendments, legislative enactments, executive orders, administrative regulations, voter initiatives and the economics of the regions in which the issuers are located.

Since many municipal securities are issued to finance similar projects, especially those relating to education, health care, transportation and utilities, conditions in those sectors can affect the overall municipal securities market and the Trust's investments in municipal securities.

There is some risk that a portion or all of the interest received from certain tax-free municipal securities could become taxable as a result of determinations by the Internal Revenue Service.

NOTE 2 Additional Valuation Information

Generally Accepted Accounting Principles (GAAP) defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, under current market conditions. GAAP establishes a hierarchy that prioritizes the inputs to valuation methods, giving the highest priority to readily available unadjusted quoted prices in an active market for identical assets (Level 1) and the lowest priority to significant unobservable inputs (Level 3), generally when market prices are not readily available or are unreliable. Based on the valuation inputs, the securities or other investments are tiered into one of three levels. Changes in valuation methods may result in transfers in or out of an investment's assigned level:

- Level 1 Prices are determined using quoted prices in an active market for identical assets.
- Level 2 Prices are determined using other significant observable inputs. Observable inputs are inputs that other market participants may use in pricing a security. These may include quoted prices for similar securities, interest rates, prepayment speeds, credit risk, yield curves, loss severities, default rates, discount rates, volatilities and others.
- Level 3 Prices are determined using significant unobservable inputs. In situations where quoted prices or observable inputs are unavailable (for example, when there is little or no market activity for an investment at the end of the period), unobservable inputs may be used. Unobservable inputs reflect the Trust's own assumptions about the factors market participants would use in determining fair value of the securities or instruments and would be based on the best available information.

As of November 30, 2015, all of the securities in this Trust were valued based on Level 2 inputs (see the Schedule of Investments for security categories). The level assigned to the securities valuations may not be an indication of the risk or liquidity associated with investing in those securities. Because of the inherent uncertainties of valuation, the values reflected in the financial statements may materially differ from the value received upon actual sale of those investments.

NOTE 3 Investment Securities

The aggregate amount of investment securities (other than short-term securities, U.S. Treasury obligations and money market funds, if any) purchased and sold by the Trust during the nine months ended November 30, 2015 was \$27,158,777 and \$52,898,730, respectively. Cost of investments on a tax basis includes the adjustments for financial reporting purposes as of the most recently completed federal income tax reporting period-end.

Unrealized Appreciation (Depreciation) of Investment Securities on a Tax Basis

Aggregate unrealized appreciation of investment securities	\$	36,370,576
Aggregate unrealized (depreciation) of investment securities		(925,821)
Net unrealized appreciation of investment securities	\$	35,444,755

Cost of investments for tax purposes is \$473,763,661.

Invesco Pennsylvania Value Municipal Income Trust

Item 2. Controls and Procedures.

- (a) As of November 20, 2015, an evaluation was performed under the supervision and with the participation of the officers of the Registrant, including the Principal Executive Officer (PEO) and Principal Financial Officer (PFO), to assess the effectiveness of the Registrant's disclosure controls and procedures, as that term is defined in Rule 30a-3(c) under the Investment Company Act of 1940 (Act), as amended. Based on that evaluation, the Registrant's officers, including the PEO and PFO, concluded that, as of November 20, 2015, the Registrant's disclosure controls and procedures were reasonably designed so as to ensure: (1) that information required to be disclosed by the Registrant on Form N-Q is recorded, processed, summarized and reported within the time periods specified by the rules and forms of the Securities and Exchange Commission; and (2) that material information relating to the Registrant is made known to the PEO and PFO as appropriate to allow timely decisions regarding required disclosure.

- (b) There have been no changes in the Registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the Act) that occurred during the Registrant's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Registrant's internal control over financial reporting.

Item 3. Exhibits.

Certifications of PEO and PFO as required by Rule 30a-2(a) under the Investment Company Act of 1940.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Registrant: Invesco Pennsylvania Value Municipal Income Trust

By: /s/ Philip A. Taylor
Philip A. Taylor
Principal Executive Officer

Date: January 29, 2016

Pursuant to the requirements of the Securities and Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

By: /s/ Philip A. Taylor
Philip A. Taylor
Principal Executive Officer

Date: January 29, 2016

By: /s/ Sheri Morris
Sheri Morris
Principal Financial Officer

Date: January 29, 2016

EXHIBIT INDEX

Certifications of Principal Executive Officer (PEO) and Principal Financial Officer (PFO) as required by Rule 30a-2(a) under the Investment Company Act of 1940, as amended.