

CARDINAL HEALTH INC
Form 4
November 09, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WALTER MATTHEW D

2. Issuer Name and Ticker or Trading Symbol
CARDINAL HEALTH INC [CAH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5200 RINGS ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/07/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

DUBLIN, OH 43017
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Shares | 11/07/2007 | | A | 695 ⁽¹⁾ A ₍₂₎ | 94,159 | D | |
| Common Shares | | | | | 997,663 | I | By LLC ⁽³⁾ |
| Common Shares | | | | | 43,878 | I | By trusts FBO children |
| Common Shares | | | | | 1,804 | I | By spouse |
| Common Shares | | | | | 34,502 | I | By DGT Trust ⁽⁴⁾ |

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| | | | |
|---------------|--------|---|--|
| Common Shares | 17,103 | I | By Matthew D. Walter Trust ⁽⁵⁾ |
| Common Shares | 78,614 | I | By GRAT II |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (right to buy) ⁽⁶⁾ | \$ 70.3 | | | | | 05/01/2002 | 05/01/2012 | Common Shares | 2,134 |
| Option (right to buy) ⁽⁷⁾ | \$ 70.3 | | | | | 05/01/2002 | 05/01/2012 | Common Shares | 1,422 |
| Option (right to buy) ⁽⁷⁾ | \$ 70.01 | | | | | 11/06/2002 | 11/06/2012 | Common Shares | 3,571 |
| Option (right to buy) ⁽⁷⁾ | \$ 59 | | | | | 11/05/2003 | 11/05/2013 | Common Shares | 5,084 |
| Option (right to buy) ⁽⁶⁾ | \$ 54.2 | | | | | 12/08/2004 | 12/08/2014 | Common Shares | 3,094 |
| Option (right to | \$ 54.2 | | | | | 12/08/2004 | 12/08/2014 | Common Shares | 2,441 |

| | | | | | | | | | |
|--|----------|------------|--|---|---|------------|------------|------------------|-------|
| buy) <u>(7)</u> | | | | | | | | | |
| Option (right to buy) <u>(6)</u> | \$ 61.79 | | | | | 11/02/2006 | 11/02/2012 | Common Shares | 2,714 |
| Option (right to buy) <u>(7)</u> | \$ 61.79 | | | | | 11/02/2006 | 11/02/2012 | Common Shares | 684 |
| Option (right to buy) <u>(7)</u> | \$ 63.48 | | | | | 11/08/2007 | 11/08/2013 | Common Shares | 3,308 |
| Option (right to buy) <u>(7)</u> | \$ 60.45 | 11/07/2007 | | A | 1 | <u>(8)</u> | 11/07/2014 | Common Shares | 3,868 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WALTER MATTHEW D 5200 RINGS ROAD DUBLIN, OH 43017 | | X | | |

Signatures

Aneezal H. Mohamed,
Attorney-in-fact

11/08/2007

 **Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Restricted share unit award vests on November 7, 2008 except that if the Company's 2008 Annual Meeting of Shareholders (the "2008 Annual Meeting") is prior to November 7, 2008, then the restricted share unit award will vest on the date of the 2008 Annual Meeting.
- (2) Restricted share unit award granted under the Cardinal Health, Inc. Amended and Restated Outside Directors Equity Incentive Plan, as amended. Award granted without payment by grantee.
- (3) Reporting person holds a one-third economic interest in, and is the manager of, the LLC.
- (4) Reporting person holds a one-third economic interest in, and is a co-trustee of, the DGT Trust.
- (5) Shares held in the MDW Trust of which the reporting person is the primary beneficiary and pursuant to which the reporting person may withdraw proceeds at certain specified times.
- (6) Stock option granted pursuant to the Cardinal Health, Inc. Amended and Restated Equity Incentive Plan, as amended.
- (7) Stock option granted pursuant to the Cardinal Health, Inc. Amended and Restated Outside Directors Equity Incentive Plan, as amended.
- (8) Stock option will become exercisable on November 7, 2008 except that if the Company's 2008 Annual Meeting is prior to November 7, 2008, then the stock option will vest on the date of the 2008 Annual Meeting.
- (9) Stock option granted without payment by grantee.

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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