

WILLIAMS PAUL S
Form 4
February 22, 2005

FORM 4

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

OMB APPROVAL

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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 *
WILLIAMS PAUL S

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)
7000 CARDINAL PLACE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, CLO & Secretary

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Shares	02/17/2005		G	V 122 D 11 7,000		D	
Common Shares					1,619	I	By ESPP

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

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SEC 1474 (9-02)

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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) <u>(2)</u>	\$ 36.307					03/02/2001	03/02/2008	Common Shares	5,337
Option (right to buy) <u>(2)</u>	\$ 43.14					08/11/2001	08/11/2008	Common Shares	4,500
Option (right to buy) <u>(2)</u>	\$ 47.333					03/01/2002	03/01/2009	Common Shares	9,834
Option (right to buy) <u>(2)</u>	\$ 31.167					11/15/2002	11/15/2009	Common Shares	25,668
Option (right to buy) <u>(2)</u>	\$ 66.083					11/20/2003	11/20/2010	Common Shares	18,938
Option (right to buy) <u>(2)</u>	\$ 65.06					04/23/2004	04/23/2011	Common Shares	7,685
Option (right to buy) <u>(2)</u>	\$ 68.1					11/19/2004	11/19/2011	Common Shares	35,242
Option (right to buy) <u>(2)</u>	\$ 67.9					11/18/2005	11/18/2012	Common Shares	37,219
Option (right to buy) <u>(2)</u>	\$ 67.9					11/18/2005	02/18/2013	Common Shares	7,443
Option (right to buy) <u>(2)</u>	\$ 61.38					11/17/2006	11/17/2013	Common Shares	50,505

Option (right to buy) <u>(2)</u>	\$ 44.15	08/23/2007	08/23/2014	Common Shares	65,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS PAUL S 7000 CARDINAL PLACE DUBLIN, OH 43017			EVP, CLO & Secretary	

Signatures

Paul S. Williams	02/18/2005
<u> </u> 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) Bona fide gift.
- (2) Stock option granted pursuant to the Cardinal Health, Inc. Equity Incentive Plan.

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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