

CARDINAL HEALTH INC
Form 4
January 17, 2006

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 *
WALTER ROBERT D

(Last) (First) (Middle)

7000 CARDINAL PLACE

(Street)

DUBLIN, OH 43017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CARDINAL HEALTH INC [CAH]

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

01/15/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chairman and CEO

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|------------|
| | | | | (A) or (D) | Price | | | | | |
| Common Shares | 12/08/2005 | | G | V | 46,000 | D | Ⓛ | 1,638,021 | D | |
| Common Shares | 01/11/2006 | | G | V | 4,420 | D | Ⓛ | 1,633,601 | D | |
| Common Shares | 01/15/2006 | | F ⁽²⁾ | | 3,842 | D | \$ 69.67 | 1,629,759 | D | |
| Common Shares | | | | | | | | 2,826 | I | By ESPP |
| Common Shares | | | | | | | | 357,217 | I | By GRAT IX |

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| | | | |
|---------------|---------|---|----------------------|
| Common Shares | 470,000 | I | By LLC <u>(3)</u> |
| Common Shares | 608,603 | I | By GRAT X |
| Common Shares | 300,000 | I | By LLC II <u>(3)</u> |
| Common Shares | 700,000 | I | By GRAT XI |

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

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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (right to buy) <u>(4)</u> | \$ 27.053 | | | | | 03/03/2000 | 03/03/2007 | Common Shares | 100,409 |
| Option (right to buy) <u>(4)</u> | \$ 27.14 | | | | | 07/21/2000 | 07/21/2007 | Common Shares | 45,000 |
| Option (right to buy) <u>(4)</u> | \$ 36.307 | | | | | 03/02/2001 | 03/02/2008 | Common Shares | 96,402 |
| Option (right to buy) <u>(4)</u> | \$ 43.14 | | | | | 08/11/2001 | 08/11/2008 | Common Shares | 135,000 |
| Option (right to buy) <u>(4)</u> | \$ 47.333 | | | | | 03/01/2002 | 03/01/2009 | Common Shares | 187,500 |
| Option (right to buy) <u>(4)</u> | \$ 31.167 | | | | | <u>(5)</u> | 11/15/2009 | Common Shares | 562,500 |
| Option (right to buy) <u>(4)</u> | \$ 66.083 | | | | | 11/20/2003 | 11/20/2010 | Common Shares | 272,384 |
| | \$ 68.1 | | | | | 01/15/2006 | 11/19/2011 | | 440,529 |

| | | | | | | |
|---|-----------|--|----------------|----------------|---------------|---------|
| Option (right to buy) ⁽⁴⁾ | | | | | Common Shares | |
| Option (right to buy) ⁽⁴⁾ | \$ 67.9 | | 11/18/2005 | 11/18/2012 | Common Shares | 486,009 |
| Option (right to buy) ⁽⁴⁾ | \$ 61.38 | | 11/17/2006 | 11/17/2013 | Common Shares | 507,086 |
| Option (right to buy) ⁽⁴⁾ | \$ 44.15 | | 08/23/2007 | 08/23/2014 | Common Shares | 562,500 |
| Stock Appreciation Right ⁽⁶⁾ | \$ 44.15 | | 08/23/2007 | 08/23/2014 | Common Shares | 142,483 |
| Stock Appreciation Right ⁽⁷⁾ | \$ 31.167 | | 08/03/2005 | ⁽⁸⁾ | Common Shares | 862,500 |
| Option (right to buy) ⁽⁴⁾ | \$ 58.88 | | ⁽⁹⁾ | 09/02/2012 | Common Shares | 379,759 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WALTER ROBERT D 7000 CARDINAL PLACE DUBLIN, OH 43017 | X | | Chairman and CEO | |

Signatures

| | |
|---------------------------------|------------|
| Robert D. Walter | 01/17/2006 |
| **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) Represents a reduction in shares underlying restricted share units to satisfy the tax withholding obligations of the Company with respect to the vesting of 150,000 restricted share units.
- (3) The reporting person holds the controlling interest in, and is the sole manager of, the LLC.
- (4) Stock option granted pursuant to the Cardinal Health, Inc. Equity Incentive Plan.
- (5) Stock option vested in three equal annual installments beginning on 11/15/00.
- (6) Deferred Payment Stock Appreciation Right granted in partial fulfillment of the Company's obligations to the reporting person pursuant to the Employment Agreement.
- (7) Deferred Payment Stock Appreciation Right granted to compensate the reporting person for the portion of the option to purchase 1,425,000 common shares originally granted to the reporting person on November 15, 1999 (the "November 1999 Option"), which

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portion has subsequently been determined to be null and void.

- (8) Expires on the earlier of (x) November 15, 2009 (the expiration date of the November 1999 Option) or (y) six months after the reporting person's termination of employment.
- (9) Stock option vests in four equal annual installments beginning on 9/2/2006.

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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