CARDINAL HEALTH INC

Form 4

February 02, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * DARDEN CALVIN

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(First)

CARDINAL HEALTH INC [CAH]

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year) 02/01/2011

Filed(Month/Day/Year)

Officer (give title below)

10% Owner Other (specify

7000 CARDINAL PLACE

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

X_ Director

Applicable Line)

DUBLIN, OH 43017

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Middle)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

Following Reported

(Instr. 4)

(Instr. 4)

(A) or Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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 Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

4 5. TransactionNumber Code of (Instr. 8) Derivative

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price of **Underlying Securities** (Instr. 3 and 4)

Derivative Security (Instr. 5)

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Security					Acquired							
					(A) c							
						osed						
					of (D)							
				(Instr. 3, 4, and 5)								
			Cod	de V	(A)	(D)	Date	Expiration	Title	Amount		
							Exercisable	Date		or		
										Number		
										of		
										Shares		
DI									C		¢ 41 51	
Phantom	<u>(2)</u>	02/01/2011	A		90		(2)	(2)	Common	90	\$ 41.51	
Stock (1)		02/01/2011	•				_	_	Shares	, ,	(3)	

Securities

Reporting Owners

Derivative

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
DARDEN CALVIN								
7000 CARDINAL PLACE	X							
DUBLIN, OH 43017								

Signatures

/s/ James E. Barnett,
Attorney-in-fact
02/02/2011

**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) Phantom stock held under the Cardinal Health Deferred Compensation Plan.
- Each share of phantom stock is the economic equivalent of one common share. The shares of phantom stock become payable in cash after the reporting person's termination of service as a director.
- (3) Price is the closing share price on January 31, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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