

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 \*  
LOSH J MICHAEL

(Last) (First) (Middle)

1711 HERON RIDGE DR.

(Street)

BLOOMFIELD HILLS, MI 48302

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CARDINAL HEALTH INC [CAH]

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

11/07/2007

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)

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 Ownership (Instr. 4)     |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---------------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                       |
| Common Shares                   | 11/07/2007                           |  | A                              | 695 <sup>(1)</sup> A <sub>(2)</sub>                               | 8,772   | D  |                                       |
| Common Shares                   |                                      |  |                                |   | 1,500   | I  | In Trust FBO Daughters <sup>(3)</sup> |

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. Fair Value of Derivative Security (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |
| Option (right to buy) <sup>(4)</sup>       | \$ 46.293  |                                      |  |                                |   | 11/23/1998   | 11/23/2008  | Common Shares   | 2,160                      |
| Option (right to buy) <sup>(4)</sup>       | \$ 29.958  |                                      |  |                                |   | 11/03/1999   | 11/03/2009  | Common Shares   | 3,338                      |
| Option (right to buy) <sup>(4)</sup>       | \$ 62.5  |                                      |  |                                |   | 11/01/2000   | 11/01/2010  | Common Shares   | 2,064                      |
| Option (right to buy) <sup>(5)</sup>       | \$ 62.5  |                                      |  |                                |   | 11/01/2000   | 11/01/2010  | Common Shares   | 1,136                      |
| Option (right to buy) <sup>(4)</sup>       | \$ 63.9  |                                      |  |                                |   | 11/07/2001   | 11/07/2011  | Common Shares   | 2,019                      |
| Option (right to buy) <sup>(5)</sup>       | \$ 63.9  |                                      |  |                                |   | 11/07/2001   | 11/07/2011  | Common Shares   | 1,893                      |
| Option (right to buy) <sup>(4)</sup>       | \$ 70.01   |                                      |  |                                |   | 11/06/2002   | 11/06/2012  | Common Shares   | 1,843                      |
| Option (right to buy) <sup>(5)</sup>       | \$ 70.01   |                                      |  |                                |   | 11/06/2002   | 11/06/2012  | Common Shares   | 1,728                      |
| Option (right to buy) <sup>(4)</sup>       | \$ 59  |                                      |  |                                |   | 11/05/2003   | 11/05/2013  | Common Shares   | 2,842                      |
| Option (right to buy) <sup>(5)</sup>       | \$ 59  |                                      |  |                                |   | 11/05/2003   | 11/05/2013  | Common Shares   | 2,242                      |
|  | \$ 44  |                                      |  |                                |   | 07/27/2007   | 07/27/2014  |   |                            |

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|  |             |            |  |   |            |             |                  |                       |       |
|--|-------------|------------|--|---|------------|-------------|------------------|-----------------------|-------|
| Option<br>(right to<br>buy) <sup>(4)</sup> |             |            |  |   |            |             | Common<br>Shares | 210,000<br><u>(6)</u> |       |
| Option<br>(right to<br>buy) <sup>(4)</sup> | \$ 61.79    |            |  |   | 11/02/2006 | 11/02/2012  | Common<br>Shares | 2,714                 |       |
| Option<br>(right to<br>buy) <sup>(5)</sup> | \$ 61.79    |            |  |   | 11/02/2006 | 11/02/2012  | Common<br>Shares | 684                   |       |
| Option<br>(right to<br>buy) <sup>(5)</sup> | \$ 63.48    |            |  |   | 11/08/2007 | 11/08/2013  | Common<br>Shares | 3,308                 |       |
| Option<br>(right to<br>buy) <sup>(5)</sup> | \$ 60.45    | 11/07/2007 |  | A | 1          | <u>(7)</u>  | 11/07/2014       | Common<br>Shares      | 3,868 |
| Phantom<br>Stock <sup>(9)</sup>            | <u>(10)</u> |            |  |   |            | <u>(10)</u> | <u>(10)</u>      | Common<br>Shares      | 3,575 |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| LOSH J MICHAEL<br>1711 HERON RIDGE DR.<br>BLOOMFIELD HILLS, MI 48302 |               |           | 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) The filing of this statement shall not be construed as an admission that the reporting person is, for the purpose of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of these shares.
- (4) Stock option granted pursuant to the Cardinal Health, Inc. Amended and Restated Equity Incentive Plan, as amended.
- (5) Stock option granted pursuant to the Cardinal Health, Inc. Amended and Restated Outside Directors Equity Incentive Plan, as amended.
- (6) Stock option granted for compensation as Chief Financial Officer on an interim basis in lieu of cash, salary, bonus or other incentive compensation.

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- (7) 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.
- (8) Stock option granted without payment by grantee.
- (9) Phantom stock held under the Company's Deferred Compensation Plan.
- (10) Each share of phantom stock is the economic equivalent of one common share. The shares of phantom stock become payable, in cash or common shares, at the election of the reporting person, at least six months after termination from board service.

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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