

CARDINAL HEALTH INC
Form 4
August 20, 2008

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)

330 W. SPRING STREET, SUITE 400

(Street)

COLUMBUS, OH 43215

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2008

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 or Price (A) or (D)					
Common Shares	08/15/2008		F ⁽¹⁾		3,933	D	\$ 55.56 <u>(2)</u>	1,423,164 ⁽³⁾ <u>(4) (5)</u>	D	
Common Shares	08/15/2008		F ⁽⁶⁾		4,180	D	\$ 55.56 <u>(2)</u>	1,418,984	D	
Common Shares								4,016	I	By ESPP <u>(14)</u>
Common Shares								250,906	I	By GRAT IX <u>(7)</u>
								282,600	I	

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Common Shares				By LLC <u>(8)</u> <u>(15)</u>
Common Shares	308,039	I		By GRAT X <u>(9)</u>
Common Shares	205,100	I		By LLC II <u>(10)</u> <u>(15)</u>
Common Shares	461,718	I		By GRAT XI <u>(11)</u>
Common Shares	218,400	I		By LLC III <u>(12)</u> <u>(15)</u>
Common Shares	662,113	I		By GRAT XII <u>(13)</u>
Common Shares	383,726	I		By GRAT XIII

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALTER ROBERT D 330 W. SPRING STREET SUITE 400	X			

COLUMBUS, OH 43215

Signatures

Aneezal H. Mohamed,
Attorney-in-fact

08/19/2008

__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) Represents withholding of shares in connection with the vesting of 9,497 restricted share units to satisfy tax withholding obligations.
- (2) Reflects closing price on prior business day.
- (3) 1,199 of these shares were previously reported as indirectly beneficially owned through LLC, and were subsequently transferred to direct beneficial ownership on August 15, 2008.
- (4) 499 of these shares were previously reported as indirectly beneficially owned through LLC II, and were subsequently transferred to direct beneficial ownership on August 15, 2008.
- (5) 531 of these shares were previously reported as indirectly beneficially owned through LLC III, and were subsequently transferred to direct beneficial ownership on August 15, 2008.
- (6) Represents withholding of shares in connection with the vesting of 9,366 restricted share units to satisfy tax withholding obligations.
- (7) 51,557 of these shares were previously reported as indirectly beneficially owned through LLC, and were subsequently transferred to indirect beneficial ownership by GRAT IX on August 15, 2008.
- (8) See footnotes 3, 7 and 9.
- (9) 67,144 of these shares were previously reported as indirectly beneficially owned through LLC, and were subsequently transferred to indirect beneficial ownership by GRAT X on August 15, 2008.
- (10) See footnotes 4 and 11.
- (11) 49,401 of these shares were previously reported as indirectly beneficially owned through LLC II, and were subsequently transferred to indirect beneficial ownership by GRAT XI on August 15, 2008.
- (12) See footnotes 5 and 13.
- (13) 52,569 of these shares were previously reported as indirectly beneficially owned through LLC III, and were subsequently transferred to indirect beneficial ownership by GRAT XII on August 15, 2008.
- (14) Includes 442 shares acquired during the ESPP offering period which ended on June 30, 2008.
- (15) The reporting person holds the controlling interest in, and is the sole manager of the LLC.

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.