

WALTER ROBERT D
Form 4
April 11, 2005

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 *
WALTER ROBERT D

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)
04/11/2005

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Shares | 04/11/2005 | | S(1) | 65,000 (1) | \$ 55.5162 (2) | D | |
| Common Shares | | | | | 2,389 | I | By ESPP |
| Common Shares | | | | | 192,350 | I | By GRAT VIII |
| Common Shares | | | | | 419,110 | I | By GRAT IX |
| | | | | | 500,000 | I | |

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| | | | | |
|---------------|--------------------|---|--|-----------------------|
| Common Shares | | | | By LLC <u>(3)</u> |
| Common Shares | 591,803 | I | | By GRAT X |
| Common Shares | 300,000 | I | | By LLC II <u>(3)</u> |
| Common Shares | 700,000 <u>(4)</u> | I | | By GRAT XI <u>(4)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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>(5)</u> | \$ 17.74 | | | | | 03/04/1999 03/04/2006 | Common Shares 89,207 |
| Option (right to buy) <u>(5)</u> | \$ 27.053 | | | | | 03/03/2000 03/03/2007 | Common Shares 100,409 |
| Option (right to buy) <u>(5)</u> | \$ 27.14 | | | | | 07/21/2000 07/21/2007 | Common Shares 45,000 |
| Option (right to buy) <u>(5)</u> | \$ 36.307 | | | | | 03/02/2001 03/02/2008 | Common Shares 96,402 |
| Option (right to buy) <u>(5)</u> | \$ 43.14 | | | | | 08/11/2001 08/11/2008 | Common Shares 135,000 |
| Option (right to buy) <u>(5)</u> | \$ 47.333 | | | | | 03/01/2002 03/01/2009 | Common Shares 187,500 |
| Option (right to buy) <u>(5)</u> | \$ 31.167 | | | | | <u>(6)</u> 11/15/2009 | Common Shares 1,425,000 |

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| | | | | | | |
|--|-----------|--|------------|------------|---------------|---------|
| Option (right to buy) ⁽⁵⁾ | \$ 66.083 | | 11/20/2003 | 11/20/2010 | Common Shares | 272,384 |
| Option (right to buy) ⁽⁵⁾ | \$ 68.1 | | 01/15/2006 | 11/19/2011 | Common Shares | 440,529 |
| Option (right to buy) ^{(5) (7)} | \$ 67.9 | | 11/18/2005 | 11/18/2012 | Common Shares | 486,009 |
| Option (right to buy) ^{(5) (7)} | \$ 61.38 | | 11/17/2006 | 11/17/2013 | Common Shares | 507,086 |
| Option (right to buy) ^{(5) (7)} | \$ 44.15 | | 08/23/2007 | 08/23/2014 | Common Shares | 562,500 |
| Stock Appreciation Right ⁽⁸⁾ | \$ 44.15 | | 08/23/2007 | 08/23/2014 | Common Shares | 142,483 |

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. 04/11/2005
Walter

**Signature of Date
Reporting Person

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).

The sale reported on this Form 4 was effected pursuant to a 10b5-1 plan established by the reporting person on March 1, 2005, when the (1) reporting person was not aware of material non-public information about the Company. The Company filed a Form 8-K on March 4, 2005, disclosing, among other things, an Item 8.01 Other Events disclosure that the reporting person entered into a 10b5-1 plan.

Weighted average sale price from 56 different transactions with prices ranging from \$55.40 to \$55.65. The details of these transactions by sale price are as follows: 3,900 shares at \$55.40, 2,700 shares at \$55.42, 200 shares at \$55.44, 2,600 shares at \$55.46, 8,000 shares at (2) \$55.47, 4,500 shares at \$55.48, 100 shares at \$55.49, 1,300 shares at \$55.50, 1,100 shares at \$55.51, 3,100 shares at \$55.52, 21,700 shares at \$55.53, 1,500 shares at \$55.54, 4,500 shares at \$55.55, 1,000 shares at \$55.59, 3,500 shares at \$55.60, 200 shares at \$55.61, 4,600 shares at \$55.62, and 500 shares at \$55.65.

(3) The reporting person holds the controlling interest in, and is the sole manager of, the LLC.

(4) These 700,000 shares were transferred from direct beneficial ownership and contributed to a new grantor retained annuity trust (GRAT XI), of which the reporting person is the grantor and trustee, on 3/29/05.

(5) Stock option granted pursuant to the Cardinal Health, Inc. Equity Incentive Plan.

(6) Stock option vested in three equal annual installments beginning on 11/15/00. The Company has previously identified an issue with respect to this award granted in November 1999, and stated in its Form 10-K for the fiscal year ended June 30, 2004 that the option award was in excess of that permitted to be granted to a single individual during any fiscal year under the Company's Equity Incentive Plan, and

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that the Compensation Committee is currently exploring alternatives to substitute the remaining portion of the stock option granted to the reporting person in excess of the 562,500 shares with equivalent value.

- (7) Stock option granted pursuant to the reporting person's Employment Agreement with Cardinal Health dated November 20, 2001, as amended and restated as of February 1, 2004 (the "Employment Agreement").
- (8) Deferred Payment Stock Appreciation Right granted in partial fulfillment of the Company's obligations to the reporting person pursuant to the Employment Agreement.

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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