#### Edgar Filing: CARDINAL HEALTH INC - Form 4

#### CARDINAL HEALTH INC

Form 4

December 14, 2006

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

**OMB** 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * DARDEN CALVIN			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			CARDINAL HEALTH INC [CAH]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	_X_ Director 10% Owner		
11235 STROUP RD.			12/12/2006	Officer (give title Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
POSWELL C	EA 30075		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
ROSWELL, GA 30075			Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	uired. Disposed of, or Beneficially Owne		

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or		Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				( )	Reported		
				(A)	Transaction(s)		

(Instr. 3 and 4) Code V Amount (D) Price

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

Common 12/12/2006 A 485 (1) A 1,443 D Shares

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and Lunderlying S (Instr. 3 and	Securities	8. Pri Deriv Secur (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (right to buy) (3)	\$ 61.79					11/02/2006	11/02/2012	Common Shares	3,398	
Option (right to buy) (4)	\$ 63.48					11/08/2007	11/08/2013	Common Shares	3,308	
Phantom Stock (5)	<u>(6)</u>					(6)	(6)	Common Shares	285	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
DARDEN CALVIN						
11235 STROUP RD.	X					
ROSWELL, GA 30075						

# **Signatures**

Aneezal H. Mohamed, Attorney-in-fact

\*\*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).
- The restricted share unit ("RSU") grant reported on this Form is a portion of an RSU grant that was approved by the Human Resources and Compensation Committee on December 12, 2006 with a grant date of December 15, 2006. This RSU grant together with a stock option grant will be issued on December 15, 2006, because the reporting person did not receive an annual grant of RSUs and stock options on November 2, 2005.
- (2) RSU award granted without payment by grantee pursuant to the Cardinal Health, Inc. Outside Directors Equity Incentive Plan.
- (3) Stock option granted pursuant to the Cardinal Health, Inc. Equity Incentive Plan.
- (4) Stock option granted pursuant to the Cardinal Health, Inc. Outside Directors Equity Incentive Plan.

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- (5) Phantom stock held under the Company's Deferred Compensation Plan.
- (6) 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. 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.