

Kaufmann Michael C
Form 4
February 08, 2011

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kaufmann Michael C

(Last) (First) (Middle)

7000 CARDINAL PLACE

(Street)

DUBLIN, OH 43017

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CARDINAL HEALTH INC [CAH]

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

02/07/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

CEO, Pharmaceutical Segment

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	02/07/2011		M		356	A	\$ 22.9	77,972	D
Common Shares	02/07/2011		M		1,312	A	\$ 22.9	79,284	D
Common Shares	02/07/2011		M		3,409	A	\$ 22.9	82,693	D
Common Shares	02/07/2011		M		2,994	A	\$ 22.9	85,687	D
Common Shares	02/07/2011		M		2,119	A	\$ 22.9	87,806	D

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Common Shares	02/07/2011	M	2,732	A	\$ 22.9	90,538	D	
Common Shares	02/07/2011	M	8,711	A	\$ 22.9	99,249	D	
Common Shares	02/07/2011	M	531	A	\$ 22.9	99,780	D	
Common Shares	02/07/2011	M	3,326	A	\$ 22.9	103,106	D	
Common Shares	02/07/2011	M	55,158	A	\$ 27.29	158,264	D	
Common Shares	02/07/2011	S	87,544	D	\$ 41.71 (1)	70,720	D	
Common Shares						32	I	By Spouse

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 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
Employee Stock Option (right to buy)	\$ 22.9	02/07/2011		M	356	07/20/2010 07/20/2012	Common Shares 356
Employee Stock Option (right to buy)	\$ 22.9	02/07/2011		M	1,312	07/20/2010 07/20/2012	Common Shares 1,312

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Employee Stock Option (right to buy)	\$ 22.9	02/07/2011	M	3,409	07/20/2010	09/02/2012	Common Shares	3,409
Employee Stock Option (right to buy)	\$ 22.9	02/07/2011	M	2,994	07/20/2010	11/18/2012	Common Shares	2,994
Employee Stock Option (right to buy)	\$ 22.9	02/07/2011	M	2,119	07/20/2010	01/20/2013	Common Shares	2,119
Employee Stock Option (right to buy)	\$ 22.9	02/07/2011	M	2,732	<u>(2)</u>	08/15/2013	Common Shares	2,732
Employee Stock Option (right to buy)	\$ 22.9	02/07/2011	M	8,711	07/20/2010	11/17/2013	Common Shares	8,711
Employee Stock Option (right to buy)	\$ 22.9	02/07/2011	M	531	<u>(3)</u>	03/15/2014	Common Shares	531
Employee Stock Option (right to buy)	\$ 22.9	02/07/2011	M	3,326	<u>(4)</u>	08/15/2014	Common Shares	3,326
Employee Stock Option (right to buy)	\$ 27.29	02/07/2011	M	55,158	<u>(5)</u>	09/15/2016	Common Shares	55,158

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Kaufmann Michael C
7000 CARDINAL PLACE
DUBLIN, OH 43017

CEO, Pharmaceutical Segment

Signatures

/s/ Michael C.
Kaufmann

02/08/2011

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) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.70 to \$41.88, inclusive. The reporting person undertakes to provide to Cardinal Health, Inc., any security holder of Cardinal Health, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) to this Form 4.
- (2) This stock option vested and became exercisable 75% on July 20, 2010 and 25% on August 15, 2010.
- (3) This stock option vested and became exercisable 75% on July 20, 2010. The remaining 25% vests on March 15, 2011.
- (4) This stock option vested and became exercisable 67% on July 20, 2010 and 33% on August 15, 2010.
- (5) This stock option vested and became exercisable 33% on September 15, 2010. The remaining 67% vests in two equal installments on September 15, 2011 and 2012.

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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