

CARDINAL HEALTH INC
Form 4
July 03, 2008

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

(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)
07/01/2008

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 (A) or (D) Price			
Common Shares	07/01/2008		F(1)	6,922 D 51.58 (2)	\$ 1,456,757 (9) (10) (11)	D	
Common Shares	07/01/2008		F(3)	16,609 D 51.58 (2)	\$ 1,440,148	D	
Common Shares	07/01/2008		F(4)	3,692 D 51.58 (2)	\$ 1,436,456	D	
Common Shares	07/01/2008		F(5)	3,691 D 51.58	\$ 1,432,765	D	

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Common Shares	07/01/2008	F ⁽⁶⁾	5,263	D	<u>(2)</u> \$ 51.58	1,427,502	D	
Common Shares	07/01/2008	F ⁽⁷⁾	2,634	D	<u>(2)</u> \$ 51.58	1,424,868	D	
Common Shares						3,574	I	By ESPP
Common Shares						199,349	I	By GRAT IX
Common Shares						402,500	I	By LLC <u>(8)</u>
Common Shares						240,895	I	By GRAT X <u>(9)</u>
Common Shares						255,000	I	By LLC II <u>(8)</u>
Common Shares						412,317	I	By GRAT XI <u>(11)</u>
Common Shares						271,500	I	By LLC III <u>(8)</u>
Common Shares						609,544	I	By GRAT XII
Common Shares						383,726	I	By GRAT XIII <u>(10)</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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
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	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 COLUMBUS, OH 43215	X			

Signatures

Aneezal H. Mohamed, Attorney-in-fact	07/02/2008
**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 the withholding of shares to satisfy tax withholding obligations of reporting person in connection with the receipt of 19,777 restricted share units.
- (2) Reflects closing price on prior business day.
- (3) Represents the withholding of shares to satisfy tax withholding obligations of reporting person in connection with the receipt of 47,452 restricted share units.
- (4) Represents the withholding of shares to satisfy tax withholding obligations of reporting person in connection with the receipt of 10,547 restricted share units.
- (5) Represents the withholding of shares to satisfy tax withholding obligations of reporting person in connection with the receipt of 10,545 restricted share units.
- (6) Represents the withholding of shares to satisfy tax withholding obligations of reporting person in connection with the receipt of 15,037 restricted share units.
- (7) Represents the withholding of shares to satisfy tax withholding obligations of reporting person in connection with the receipt of 7,525 restricted share units.
- (8) The reporting person holds the controlling interest in, and is the sole manager of, the LLC.
- (9) 172,445 of these shares were previously reported as indirectly beneficially owned through GRAT X, and were subsequently transferred to direct beneficial ownership on February 27, 2008.
- (10) 116,274 of these shares were previously reported as indirectly beneficially owned through GRAT XIII, and were subsequently transferred to direct beneficial ownership on February 27, 2008.
- (11) 150,128 of these shares were previously reported as indirectly beneficially owned through GRAT XI, and were subsequently transferred to direct beneficial ownership on April 3, 2008.

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.