Barrett George S Form 4 August 17, 2010

### FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

Common

Shares (3)

08/16/2010

(Print or Type Responses)

1. Name and Address of Reporting Person * Barrett George S			2. Issuer Name <b>and</b> Ticker or Trading Symbol CARDINAL HEALTH INC [CAH]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First) (N		Date of Earliest T	ransaction						
7000 CARDINAL PLACE			(Month/Day/Year) 08/15/2010				X Director X Officer (give below)		Owner r (specify	
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
DUBLIN, (City)		Fil (Zip)	Filed(Month/Day/Year)  Table L. Non-Derivative Securities Acquired				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person  quired, Disposed of, or Beneficially Owned			
1.Title of	2. Transaction Date	2Δ Deemed	3.	4. Securit		-	5. Amount of	6.	7. Nature of	
Security (Instr. 3)	(Month/Day/Year)	Execution Da any (Month/Day/	ate, if Transaction Code	Amount	sposed	l of (D)  S)  Price	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect	
Common Shares	08/15/2010		F(1)	3,317	D	\$ 31.36 (2)	254,156	D		

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

A

81,448 A

\$0

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.

SEC 1474

(9-02)

335,604

D

#### Edgar Filing: Barrett George S - Form 4

# 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. Transactic Code (Instr. 8)	onDerivative		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 Number Shares
Employee Stock Option (right to buy)	\$ 30.94	08/16/2010		A	685,989		<u>(4)</u>	08/16/2017	Common Shares	685,98

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Barrett George S 7000 CARDINAL PLACE DUBLIN, OH 43017	X		Chairman and CEO				

## **Signatures**

/s/ James E. Barnett,
Attorney-in-fact
08/17/2010

\*\*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 to satisfy tax withholding obligations of the reporting person in connection with the vesting of 7,907 restricted share units ("RSUs").
- (2) Reflects closing price on prior business day.
- (3) Grant of RSUs that vest in three equal annual installments beginning on August 16, 2011.
- (4) The stock option vests in three equal annual installments beginning on August 16, 2011.

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.

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