CARDINAL HEALTH INC

Form 4

November 06, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * OHALLERAN MICHAEL D

2. Issuer Name and Ticker or Trading Symbol

CARDINAL HEALTH INC [CAH]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 11/05/2008

X Director 10% Owner Officer (give title Other (specify

(Check all applicable)

200 EAST RANDOLPH, 3RD **FLOOR**

(Street)

(Month/Day/Year)

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

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Reported

Transaction(s)

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

below)

CHICAGO, IL 60601

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

4. Securities Acquired 3. Transaction(A) or Disposed of (D) Execution Date, if Code (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

(A) or (D) Code V Amount

(Instr. 3 and 4) Price \$ 1,068 Α 39.33 10,221 D Α (1)

(2)

Common Shares

Security

(Instr. 3)

11/05/2008

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

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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)	3	ate	7. Title and Amount o Underlying Securities (Instr. 3 and 4)		8. Price Derivat Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (right to buy) (3)	\$ 39.33	11/05/2008		A	1	<u>(4)</u>	11/05/2015	Common Shares	7,177	<u>(5)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
OHALLERAN MICHAEL D 200 EAST RANDOLPH 3RD FLOOR CHICAGO, IL 60601	X					

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).
- (1) Restricted share unit award vests on November 5, 2009 except if the Company's 2009 Annual Meeting of Shareholders (the "2009 Annual Meeting") is prior to November 5, 2009, then the restricted share unit award will vest on the date of the 2009 Annual Meeting.
- (2) Restricted share unit award granted under the Cardinal Health, Inc. 2007 Nonemployee Directors Equity Incentive Plan ("NDEIP"). Award granted without payment by grantee.
- (3) Stock option granted pursuant to the NDEIP.
- (4) Stock option will become exercisable on November 5, 2009 except if the 2009 Annual Meeting is prior to November 5, 2009, then the stock option will become exercisable on the date of the 2009 Annual Meeting.
- (5) Stock option granted without payment by grantee.

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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