

CARDINAL HEALTH INC
Form 4
March 10, 2005

FORM 4

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

OMB APPROVAL

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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)
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)
03/10/2005

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)
Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares	03/10/2005		S(1)		65,000(1)	D	\$ 57.2137(2)
Common Shares					2,389	I	By ESPP
Common Shares					192,350	I	By GRAT VIII
Common Shares					419,110	I	By GRAT IX
					500,000	I	

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Common Shares				By LLC <u>(3)</u>
Common Shares	591,803	I		By GRAT X
Common Shares	300,000	I		By LLC <u>II (3)</u>

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

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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)	
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares	
Option (right to buy) <u>(4)</u>	\$ 17.74					03/04/1999 03/04/2006	Common Shares 89,207	
Option (right to buy) <u>(4)</u>	\$ 27.053					03/03/2000 03/03/2007	Common Shares 100,409	
Option (right to buy) <u>(4)</u>	\$ 27.14					07/21/2000 07/21/2007	Common Shares 45,000	
Option (right to buy) <u>(4)</u>	\$ 36.307					03/02/2001 03/02/2008	Common Shares 96,402	
Option (right to buy) <u>(4)</u>	\$ 43.14					08/11/2001 08/11/2008	Common Shares 135,000	
Option (right to buy) <u>(4)</u>	\$ 47.333					03/01/2002 03/01/2009	Common Shares 187,500	
Option (right to buy) <u>(4)</u>	\$ 31.167					<u>(5)</u> 11/15/2009	Common Shares 1,425,000	
Option (right to buy) <u>(4)</u>	\$ 66.083					11/20/2003 11/20/2010	Common Shares 272,384	
	\$ 68.1					01/15/2006 11/19/2011		440,529

Option (right to buy) <u>(4)</u>				Common Shares	
Option (right to buy) <u>(4)</u> <u>(6)</u>	\$ 67.9	11/18/2005	11/18/2012	Common Shares	486,000
Option (right to buy) <u>(4)</u> <u>(6)</u>	\$ 61.38	11/17/2006	11/17/2013	Common Shares	507,080
Option (right to buy) <u>(4)</u> <u>(6)</u>	\$ 44.15	08/23/2007	08/23/2014	Common Shares	562,500
Stock Appreciation Right <u>(7)</u>	\$ 44.15	08/23/2007	08/23/2014	Common Shares	142,480

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALTER ROBERT D 7000 CARDINAL PLACE DUBLIN, OH 43017	X		Chairman and CEO	

Signatures

Robert D. Walter
03/10/2005
 **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 sale reported on this Form 4 was effected pursuant to a 10b5-1 plan established by the reporting person on March 1, 2005, when the reporting person was not aware of material non-public information about the Company. The Company filed a Form 8-K on March 4, 2005, disclosing, among other things, an Item 8.01 Other Events disclosure that the reporting person entered into a 10b5-1 plan.
- (2) Weighted average sale price from 27 different transactions with the price ranging from \$57.05 to \$57.40. The details of each transaction are as follows: 6,900 shares at \$57.05, 200 shares at \$57.11, 400 shares at \$57.13, 300 shares at \$57.14, 300 shares at \$57.15, 13,800 shares at \$57.17, 4,300 shares at \$57.18, 300 shares at \$57.19, 7,300 shares at \$57.20, 500 shares at \$57.21, 2,200 shares at \$57.22, 3,700 shares at \$57.23, 2,600 shares at \$57.24, 5,100 shares at \$57.25, 900 shares at \$57.26, 4,900 shares at \$57.27, 1,300 shares at \$57.28, 1,500 shares at \$57.29, 900 shares at \$57.30, 900 shares at \$57.31, 900 shares at \$57.32, 600 shares at \$57.33, 300 shares at \$57.35, 300 shares at \$57.37, 1,700 shares at \$57.38, 300 shares at \$57.39, and 2,600 shares at \$57.40.
- (3) The reporting person holds the controlling interest in, and is the sole manager of, the LLC.
- (4) Stock option granted pursuant to the Cardinal Health, Inc. Equity Incentive Plan.
- (5) Stock option vested in three equal annual installments beginning on 11/15/00. The Company has previously identified an issue with respect to this award granted in November 1999, and stated in its Form 10-K for the fiscal year ended June 30, 2004 that the option award was in excess of that permitted to be granted to a single individual during any fiscal year under the Company's Equity Incentive Plan, and that the Compensation Committee is currently exploring alternatives to substitute the remaining portion of the stock option granted to the reporting person in excess of the 562,500 shares with equivalent value.
- (6) Stock option granted pursuant to the reporting person's Employment Agreement with Cardinal Health dated November 20, 2001, as amended and restated as of February 1, 2004 (the "Employment Agreement").

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- (7) Deferred Payment Stock Appreciation Right granted in partial fulfillment of the Company's obligations to the reporting person pursuant to the Employment Agreement.

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.