

CARDINAL HEALTH INC
Form 4
January 29, 2007

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 MATTHEW D

(Last) (First) (Middle)

5200 RINGS ROAD

(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)

01/25/2007

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	01/09/2007		G	V 374 A 2	83,173	D	
Common Shares	01/10/2007		G	V 1,095 D 2	82,078	D	
Common Shares	01/25/2007		S ⁽¹⁾	25,000 D \$ 72.5	997,663	I	By LLC ⁽³⁾
Common Shares	01/09/2007		G	V 1,122 A 2	42,783	I	By trusts FBO children
Common Shares	01/10/2007		G	V 1,095 A 2	43,878	I	By trusts FBO

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Common Shares	01/09/2007	G V 374	A (2)	1,804	I	children By spouse
Common Shares				34,502	I	By DGT Trust (4)
Common Shares				24,100	I	By Matthew D. Walter Trust (5)
Common Shares				90,000	I	By GRAT II

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)	8. Price or Deriv Secur (Instr. 3)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Option (right to buy) (6)	\$ 70.3					05/01/2002	05/01/2012	Common Shares	2,134
Option (right to buy) (7)	\$ 70.3					05/01/2002	05/01/2012	Common Shares	1,422
Option (right to buy) (7)	\$ 70.01					11/06/2002	11/06/2012	Common Shares	3,571
Option (right to	\$ 59					11/05/2003	11/05/2013	Common Shares	5,084

buy) <u>(7)</u>					
Option (right to buy) <u>(6)</u>	\$ 54.2	12/08/2004	12/08/2014	Common Shares	3,094
Option (right to buy) <u>(7)</u>	\$ 54.2	12/08/2004	12/08/2014	Common Shares	2,441
Option (right to buy) <u>(6)</u>	\$ 61.79	11/02/2006	11/02/2012	Common Shares	2,714
Option (right to buy) <u>(7)</u>	\$ 61.79	11/02/2006	11/02/2012	Common Shares	684
Option (right to buy) <u>(7)</u>	\$ 63.48	11/08/2007	11/08/2013	Common Shares	3,308

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALTER MATTHEW D 5200 RINGS ROAD DUBLIN, OH 43017		X		

Signatures

Matthew D. Walter	01/27/2007
<u> </u> 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).
The sale reported on this Form 4 was effected pursuant to a 10b5-1 plan established by the LLC (see footnote 3 for relationship between reporting person and LLC) on 12/4/2006, when the reporting person was not aware of material non-public information about the company.
- (1) reporting person and LLC) on 12/4/2006, when the reporting person was not aware of material non-public information about the company.
- (2) Bona fide gift.
- (3) Reporting person holds a one-third economic interest in, and is the manager of, the LLC.
- (4) Reporting person holds a one-third economic interest in, and is a co-trustee of, the DGT Trust.
- (5) Shares held in the MDW Trust of which the reporting person is the primary beneficiary and pursuant to which the reporting person may withdraw proceeds at certain specified times.
- (6) Stock option granted pursuant to the Cardinal Health, Inc. Equity Incentive Plan.
- (7) Stock option granted pursuant to the Cardinal Health, Inc. Outside Directors Equity Incentive Plan.

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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