

CARDINAL HEALTH INC  
Form 4  
August 19, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Henderson Jeffrey William

(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)  
08/15/2014

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)  
Chief Financial Officer

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 or Price		
Common Shares	08/15/2014		A <sup>(1)</sup>		24,500 A \$ 0	D	
Common Shares	08/15/2014		F <sup>(2)</sup>		15,735 D \$ 72.13	D	
Common Shares	08/18/2014		M		29,868 A \$ 41.6	D	
Common Shares	08/18/2014		M		34,190 A \$ 39.81	D	
Common Shares	08/18/2014		S		78,637 D \$ 67,190	D	
					72.06		

(4)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 41.6	08/15/2014		M	29,868	<u>(5)</u> 08/15/2021	Common Shares	29,868	
Employee Stock Option (right to buy)	\$ 39.81	08/15/2014		M	34,190	<u>(6)</u> 08/15/2022	Common Shares	34,190	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Henderson Jeffrey William 7000 CARDINAL PLACE DUBLIN, OH 43017			Chief Financial Officer	

## Signatures

/s/ Elaine S. Natsis,  
Attorney-in-fact

08/18/2014

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) Grant of restricted share units ("RSUs") that vest on August 15, 2015.
- (2) Represents withholding of shares to satisfy tax withholding obligations of the reporting person in connection with the vesting of 19,448 RSUs and 13,708 performance share units.
- (3) Reflects closing price on prior business day.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.00 to \$72.30, inclusive. The reporting person undertakes to provide to Cardinal Health, Inc., any security holder of Cardinal Health, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote 4 to this Form 4.

- (4) The option, representing a total to purchase a total of 89,609 shares, vested and became exercisable 33% on August 15, 2012, 33% on August 15, 2013 and 33% on August 15, 2014.
- (5) The option, representing a total to purchase a total of 102,571 shares, vested and became exercisable 33% on August 15, 2013 and 33% on August 15, 2014. The remaining 33% vests on August 15, 2015.

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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