

CARDINAL HEALTH INC
Form 4
August 19, 2008

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 *
SCHLOTTERBECK DAVID L

(Last) (First) (Middle)

10221 WATERIDGE CIRCLE

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CARDINAL HEALTH INC [CAH]

3. Date of Earliest Transaction (Month/Day/Year)

08/15/2008

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)
Vice Chair Cardinal & CEO CTS

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 Ownership (Instr. 4)
			Code	V	Amount		
Common Shares	08/15/2008		F(1)		13	D	
					\$ 55.56 (2)		
Common Shares	08/15/2008		F(3)		106	D	
					\$ 55.56 (2)		
Common Shares	08/15/2008		A		17,520	A	
					\$ 56.13 (4)		
Common Shares						I	By Spouse
					375		

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Common Shares 1,613 I By ESPP (5)

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

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SEC 1474 (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 Derivative Security (Instr. 3)
Option (right to buy) (6)	\$ 56.13	08/15/2008		A	1	(7) 08/15/2015	Common Shares	84,774 (8)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHLOTTERBECK DAVID L 10221 WATERIDGE CIRCLE SAN DIEGO, CA 92121			Vice Chair Cardinal & CEO CTS	

Signatures

Aneezal H. Mohamed, 08/19/2008
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) Represents withholding of shares to satisfy tax withholding obligations of reporting person in connection with the vesting of 546 restricted share units.

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- (2) Reflects closing price on prior business day.
- (3) Represents withholding of shares to satisfy tax withholding obligations of reporting person in connection with the vesting of 4,742 restricted share units.
- (4) Restricted share award granted under the Cardinal Health, Inc. 2005 Long-Term Incentive Plan, as amended. Award granted without payment by grantee and vests in three equal annual installments beginning on 8/15/2009.
- (5) Includes 57 and 425 shares acquired during the ESPP offering periods that ended on June 30, 2007 and December 31, 2007, respectively.
- (6) Stock options granted pursuant to the Cardinal Health, Inc. 2005 Long-Term Incentive Plan, as amended.
- (7) Stock option vests in three equal installments beginning on 8/15/2009.
- (8) 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.