

CARDINAL HEALTH INC
 Form 4
 November 06, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 MCCOY JOHN B

(Last) (First) (Middle)

191 W. NATIONWIDE
 BLVD., SUITE 625

(Street)

COLUMBUS, OH 43215

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 CARDINAL HEALTH INC [CAH]

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/05/2008

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)

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	11/05/2008		A	1,068 (1) 39.33 (2)	2,721	D	
Common Shares					19,407	I	By FLITE Trust
Common Shares					6,436	I	By trust FBO his son
Common Shares					9,488	I	By 9-1-06 GRAT (3)
					12,278	I	

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Common Shares						By 12-5-06 GRAT <u>(4)</u>
Common Shares		18,334		I		By 11-5-07 GRAT <u>(5)</u>
Common Shares		15,703		I		By 12-19-07 GRAT <u>(6)</u>

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 of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) <u>(7)</u>	\$ 39.33	11/05/2008		A	1	<u>(8)</u> 11/05/2015	Common Shares	7,177	<u>(9)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCOY JOHN B 191 W. NATIONWIDE BLVD. SUITE 625 COLUMBUS, OH 43215	X			

Signatures

Aneezal H. Mohamed,
Attorney-in-fact

11/06/2008

__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) John B. McCoy 9-1-06 Grantor Retained Annuity Trust, John B. McCoy Trustee ("9-1-06 GRAT") established on 9/1/06.
- (4) John B. McCoy 12-5-06 Grantor Retained Annuity Trust, John B. McCoy Trustee ("12-5-06 GRAT") established on 12/5/06.
John B. McCoy 11-5-07 Grantor Retained Annuity Trust, John B. McCoy Trustee ("11-5-07 GRAT") was funded on or about November
- (5) 5, 2007 with 8,637 shares transferred from the 10-18-05 GRAT (with no more shares remaining in the 10-18-05 GRAT), and 9,697 shares from the 9-1-06 GRAT.
- (6) John B. McCoy 12-19-07 Grantor Retained Annuity Trust, John B. McCoy Trustee ("12-19-07 GRAT") was funded on December 20, 2007 with 15, 703 shares transferred from the GRAT established on 12/5/06.
- (7) Stock option granted pursuant to the NDEIP.
- (8) 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.
- (9) 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.

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