CARDINAL HEALTH INC

Form 4

November 06, 2008

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

OMB APPROVAL OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

0.5

Form 4 or Form 5 obligations may continue.

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

SECURITIES

Estimated average burden hours per response...

Expires:

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person
OHALLERAN MICHAEL D

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol CARDINAL HEALTH INC [CAH]

(Middle)

(Check all applicable)

200 EAST RANDOLPH, 3RD

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

X Director 10% Owner Officer (give title Other (specify

FLOOR

(Street)

(First)

4. If Amendment, Date Original

Code

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

11/05/2008

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

CHICAGO, IL 60601

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired 5. Amount of 3.

Transaction(A) or Disposed of (D) Securities (Instr. 3, 4 and 5) Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(Month/Day/Year) (Instr. 8)

Execution Date, if

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Following

Common Shares

Security

(Instr. 3)

11/05/2008

(D) Price Code V Amount \$ 1,068 A 39.33 Α (1) (2)

10,221 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	Date	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price Derivat Security (Instr. 5
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (right to buy) (3)	\$ 39.33	11/05/2008	A	1	<u>(4)</u>	11/05/2015	Common Shares	7,177	<u>(5)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
OHALLERAN MICHAEL D 200 EAST RANDOLPH 3RD FLOOR CHICAGO, IL 60601	X					

Signatures

Aneezal H. Mohamed, 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) 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) Stock option granted pursuant to the NDEIP.
- (4) 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.
- (5) 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.

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