

CARDINAL HEALTH INC
Form 4
September 02, 2009

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 *
CLARK R KERRY

(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)
09/01/2009

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)
Former Chairman and CEO

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 | 09/01/2009 | | A ⁽¹⁾ | | 1,166 | A | (2) |
| Common Shares | 09/01/2009 | | A ⁽¹⁾ | | 19,520 | A | (3) |
| Common Shares | 09/01/2009 | | F ⁽⁹⁾ | | 655 | D | \$ 25.11 |
| Common Shares | 09/01/2009 | | F ⁽¹⁰⁾ | | 143 | D | \$ 25.11 |
| Common Shares | 09/01/2009 | | F ⁽¹¹⁾ | | 2,385 | D | \$ 25.11 |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Option (right to buy) | \$ 51.26 | 09/01/2009 | | A ⁽¹⁾ | 1 | (4) 04/17/2013 | Common Shares 654,309 | |
| Option (right to buy) | \$ 49.25 | 09/01/2009 | | A ⁽¹⁾ | 1 | (6) 08/15/2014 | Common Shares 171,719 | |
| Option (right to buy) | \$ 47.4 | 09/01/2009 | | A ⁽¹⁾ | 1 | (7) 10/15/2014 | Common Shares 19,206 | |
| Option (right to buy) | \$ 41.1 | 09/01/2009 | | A ⁽¹⁾ | 1 | (8) 08/15/2015 | Common Shares 358,494 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CLARK R KERRY 7000 CARDINAL PLACE DUBLIN, OH 43017 | X | | Former Chairman and CEO | |

Signatures

/s/ Aneezal H. Mohamed,
Attorney-in-fact

09/02/2009

**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) Pursuant to the anti-dilution provisions of this grant, the number of shares subject to it (and for options, the exercise price) was adjusted in conjunction with the Issuer's spin-off of CareFusion Corp. The terms of this adjustment were approved by the Issuer's Human Resources and Compensation Committee.
 - (2) Award granted without payment by grantee. One-third of these restricted share units are vested and delivery has been deferred, one-third will vest on 10/15/2009, and one-third will vest on 10/15/2010.
 - (3) Award granted without payment by grantee. One-third of these restricted share units are vested and delivery has been deferred, one-third of these restricted share units will vest on 8/15/2010, and one-third will vest on 8/15/2011.
 - (4) Three-quarters of these options are currently exercisable and one-quarter will vest on 4/17/2010.
 - (5) Award granted without payment by grantee.
 - (6) Two-thirds of these options are currently exercisable and one-third will vest on 8/15/2010.
 - (7) One-third of these options are currently exercisable, one-third will vest on 10/15/2009, and one-third will vest on 10/15/2010.
 - (8) One-third of these options are currently exercisable, one-third will vest on 8/15/2010, and one-third will vest on 8/15/2011.
 - (9) Represents the withholding of shares to satisfy tax withholding obligations in connection with the vesting of 13,539 restricted share units.
 - (10) Represents the withholding of shares to satisfy tax withholding obligations in connection with the vesting of 2,954 restricted share units.
 - (11) Represents the withholding of shares to satisfy tax withholding obligations in connection with the vesting of 49,392 restricted share units.

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.