

CARDINAL HEALTH INC
Form 4
January 29, 2007

FORM 4

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

OMB APPROVAL

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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 *
WALTER MATTHEW D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5200 RINGS ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/25/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

DUBLIN, OH 43017

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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. Code | 4. Securities Acquired or Disposed of (A) or (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|------------------|--|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Shares | 01/09/2007 | | G V | 374 A | \$ 83,173 | D | |
| Common Shares | 01/10/2007 | | G V | 1,095 D | \$ 82,078 | D | |
| Common Shares | 01/25/2007 | | S ⁽¹⁾ | 25,000 D | \$ 997,663 | I | By LLC ⁽³⁾ |
| Common Shares | 01/09/2007 | | G V | 1,122 A | \$ 42,783 | I | By trusts FBO children |
| Common Shares | 01/10/2007 | | G V | 1,095 A | \$ 43,878 | I | By trusts FBO |

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| | | | | | | |
|---------------|------------|---------|-------|--------|---|--------------------------------|
| Common Shares | 01/09/2007 | G V 374 | A (2) | 1,804 | I | children By spouse |
| Common Shares | | | | 34,502 | I | By DGT Trust (4) |
| Common Shares | | | | 24,100 | I | By Matthew D. Walter Trust (5) |
| Common Shares | | | | 90,000 | I | By GRAT II |

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) | 8. Price or Deriv Secur (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (right to buy) (6) | \$ 70.3 | | | | | 05/01/2002 | 05/01/2012 | Common Shares | 2,134 |
| Option (right to buy) (7) | \$ 70.3 | | | | | 05/01/2002 | 05/01/2012 | Common Shares | 1,422 |
| Option (right to buy) (7) | \$ 70.01 | | | | | 11/06/2002 | 11/06/2012 | Common Shares | 3,571 |
| Option (right to buy) | \$ 59 | | | | | 11/05/2003 | 11/05/2013 | Common Shares | 5,084 |

| | | | | | |
|--|----------|------------|------------|------------------|-------|
| buy) <u>(7)</u> | | | | | |
| Option (right to buy) <u>(6)</u> | \$ 54.2 | 12/08/2004 | 12/08/2014 | Common Shares | 3,094 |
| Option (right to buy) <u>(7)</u> | \$ 54.2 | 12/08/2004 | 12/08/2014 | Common Shares | 2,441 |
| Option (right to buy) <u>(6)</u> | \$ 61.79 | 11/02/2006 | 11/02/2012 | Common Shares | 2,714 |
| Option (right to buy) <u>(7)</u> | \$ 61.79 | 11/02/2006 | 11/02/2012 | Common Shares | 684 |
| Option (right to buy) <u>(7)</u> | \$ 63.48 | 11/08/2007 | 11/08/2013 | Common Shares | 3,308 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WALTER MATTHEW D 5200 RINGS ROAD DUBLIN, OH 43017 | X | | | |

Signatures

| | |
|--|------------|
| Matthew D. Walter | 01/27/2007 |
| <u> </u> 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).
The sale reported on this Form 4 was effected pursuant to a 10b5-1 plan established by the LLC (see footnote 3 for relationship between reporting person and LLC) on 12/4/2006, when the reporting person was not aware of material non-public information about the company.
- (1) reporting person and LLC) on 12/4/2006, when the reporting person was not aware of material non-public information about the company.
- (2) Bona fide gift.
- (3) Reporting person holds a one-third economic interest in, and is the manager of, the LLC.
- (4) Reporting person holds a one-third economic interest in, and is a co-trustee of, the DGT Trust.
- (5) Shares held in the MDW Trust of which the reporting person is the primary beneficiary and pursuant to which the reporting person may withdraw proceeds at certain specified times.
- (6) Stock option granted pursuant to the Cardinal Health, Inc. Equity Incentive Plan.
- (7) Stock option granted pursuant to the Cardinal Health, Inc. Outside Directors Equity Incentive Plan.

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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