

Henderson Jeffrey William
 Form 4/A
 August 28, 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 *
 Henderson Jeffrey William

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)
 7000 CARDINAL PLACE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/15/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

DUBLIN, OH 43017
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 08/19/2008

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Shares	08/15/2008		F(1)		1,487 (1) \$ 55.56 (1) 48,140	D	
Common Shares	08/15/2008		F(2)		1,119 (2) \$ 55.56 (2) 47,021	D	
Common Shares	08/15/2008		F(3)		1,853 (3) \$ 55.56 (3) 45,168	D	

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)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Henderson Jeffrey William 7000 CARDINAL PLACE DUBLIN, OH 43017			Chief Financial Officer	

Signatures

Jeffrey W.
Henderson 08/28/2008

**Signature of Date
Reporting Person

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 3,544 restricted share units. This Amendment is being filed solely to reflect recalculation of the tax withholding obligations, resulting in withholding of 354 additional shares, at the same price, as was reported on the reporting person's Form 4 filed August 19, 2008.
 - (2) Represents withholding of shares to satisfy tax withholding obligations of reporting person in connection with the vesting of 2,667 restricted share units. This Amendment is being filed solely to reflect recalculation of the tax withholding obligations, resulting in withholding of 266 additional shares, at the same price, as was reported on the reporting person's Form 4 filed August 19, 2008.
 - (3) Represents withholding of shares to satisfy tax withholding obligations of reporting person in connection with the vesting of 4,415 restricted share units. This Amendment is being filed solely to reflect recalculation of the tax withholding obligations, resulting in withholding of 442 additional shares, at the same price, as was reported on the reporting person's Form 4 filed August 19, 2008.

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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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