

WALTER MATTHEW D
Form 5
August 10, 2005

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2005

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

5200 RINGS ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

DUBLIN, OH 43017

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Shares	02/23/2005	Â	G	1,113 D \$ (1) 130,413 (2)	D	Â	
Common Shares	02/23/2005	Â	G	1,113 A \$ (1) 6,840	I	By trusts FBO children	
Common Shares	04/23/2005	Â	G	34,502 A \$ (1) 34,502	I	By DGT Trust (3)	
Common Shares	Â	Â	Â	Â Â Â 1,090	I	By spouse	

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Common Shares	Â	Â	Â	Â	Â	Â	31,097	I	By Matthew D. Walter Trust <u>(4)</u>
Common Shares	Â	Â	Â	Â	Â	Â	1,112,663	I	By LLC <u>(5)</u>
Common Shares	Â	Â	Â	Â	Â	Â	84,889	I	By GRAT I

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. Amount or Number of Shares
Option (right to buy) <u>(6)</u>	\$ 70.3	Â	Â	Â	Â	05/01/2002 05/01/2012	Common Shares	2,134
Option (right to buy) <u>(7)</u>	\$ 70.3	Â	Â	Â	Â	05/01/2002 05/01/2012	Common Shares	1,422
Option (right to buy) <u>(7)</u>	\$ 70.01	Â	Â	Â	Â	11/06/2002 11/06/2012	Common Shares	3,571
Option (right to buy) <u>(7)</u>	\$ 59	Â	Â	Â	Â	11/05/2003 11/05/2013	Common Shares	5,084
Option (right to buy) <u>(6)</u>	\$ 54.2	Â	Â	Â	Â	12/08/2004 12/08/2014	Common Shares	3,094
Option (right to	\$ 54.2	Â	Â	Â	Â	12/08/2004 12/08/2014	Common Shares	2,441

buy) ⁽⁷⁾

Reporting Owners

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

Signatures

Matthew D.	08/10/2005
Walter	
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Bona fide gift.
- (2) 15,111 of these shares were previously reported as indirectly beneficially owned through GRAT I, and were subsequently transferred to direct beneficial ownership on 3/24/2005.
- (3) Reporting person holds a one-third economic interest in, and is a co-trustee of, the DGT Trust.
- (4) 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.
- (5) Reporting person holds a one-third economic interest in, and is the manager of, the LLC.
- (6) Stock options granted pursuant to the Cardinal Health, Inc. Equity Incentive Plan.
- (7) Stock options 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 provided 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.