

CARDINAL HEALTH INC
 Form 4
 July 21, 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 *
 Stephen Falk T

(Last) (First) (Middle)

CARDINAL HEALTH

(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)

07/17/2009

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)
 EVP, Gen. Counsel & Corp. Sec.

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)
Common Shares				(A) or (D) Price	15,260	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)

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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)	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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option (right to buy)	\$ 66.08	07/17/2009		D		5,141	11/20/2003 11/20/2010	Common Shares	5,
Option (right to buy)	\$ 31.27	07/20/2009		A		96	07/20/2010 07/20/2012	Common Shares	9
Option (right to buy)	\$ 72.1	07/17/2009		D		2,566	06/01/2004 06/01/2011	Common Shares	2,
Option (right to buy)	\$ 31.27	07/20/2009		A		70	07/20/2010 07/20/2012	Common Shares	7
Option (right to buy)	\$ 68.1	07/17/2009		D		8,260	11/19/2004 11/19/2011	Common Shares	8,
Option (right to buy)	\$ 31.27	07/20/2009		A		483	07/20/2010 07/20/2012	Common Shares	4
Option (right to buy)	\$ 67.9	07/17/2009		D		8,630	11/18/2005 11/18/2012	Common Shares	8,
Option (right to buy)	\$ 31.27	07/20/2009		A		980	07/20/2010 11/18/2012	Common Shares	9
Option (right to buy)	\$ 61.38	07/17/2009		D		10,824	11/17/2006 11/17/2013	Common Shares	10
Option (right to buy)	\$ 31.27	07/20/2009		A		2,178	07/20/2010 11/17/2013	Common Shares	2,
Option (right to buy)	\$ 58.88	07/17/2009		D		8,797	⁽³⁾ 09/02/2012	Common Shares	8,
Option (right to buy)	\$ 31.27	07/20/2009		A		1,476	07/20/2010 ⁽⁴⁾ 09/02/2012	Common Shares	1,

Option (right to buy)	\$ 66.34	07/17/2009	D	8,308	<u>(5)</u>	08/15/2013	Common Shares	8,
Option (right to buy)	\$ 31.27	07/20/2009	A	1,317	07/20/2010 ⁽⁴⁾	08/15/2013	Common Shares	1,
Option (right to buy)	\$ 67.26	07/17/2009	D	7,115	<u>(6)</u>	08/15/2014	Common Shares	7,
Option (right to buy)	\$ 31.27	07/20/2009	A	1,360	07/20/2010 ⁽⁴⁾	08/15/2014	Common Shares	1,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stephen Falk T CARDINAL HEALTH DUBLIN, OH 43017			EVP, Gen. Counsel & Corp. Sec.	

Signatures

Aneezal H. Mohamed,
attorney-in-fact

07/21/2009

 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) Option surrendered pursuant to the Issuer's Offer to Exchange Certain Outstanding Stock Options for New Stock Options dated June 19, 2009.
- (2) Option granted pursuant to the Issuer's Offer to Exchange Certain Outstanding Stock Options for New Stock Options dated June 19, 2009.
- (3) Stock option vests in four equal annual installments beginning on 9/2/2006.
- Option vests according to the same vesting schedule of the corresponding increment of the option surrendered to the Issuer for which the
- (4) reported option was granted, assuming continued employment with the Issuer or one of its affiliates, subject to a one year initial vesting condition.
- (5) Stock option vests in four equal annual installments beginning on 8/15/2007.
- (6) Stock option vests in four equal annual installments beginning on 8/15/2008.

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.