

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

Option (right to buy)	\$ 66.34	07/17/2009	D	8,308	(5)	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	(6)	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.
- (4) Option vests according to the same vesting schedule of the corresponding increment of the option surrendered to the Issuer for which the 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.