

CARDINAL HEALTH INC
Form 4
August 17, 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 *
Henderson Jeffrey William

(Last) (First) (Middle)
7000 CARDINAL PLACE
(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)
08/15/2007

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)
Chief Financial Officer

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
							\$
Common Shares	08/15/2007		F(1)		1,985	D	67.69 (2)
Common Shares	08/15/2007		A		13,247	A	(3) 50,771
Common Shares							1,178
						I	By ESPP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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. Principal Amount or Other Amount (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) ⁽⁴⁾	\$ 54.19							⁽⁶⁾	04/18/2012	Common Shares	60,000
Option (right to buy) ⁽⁴⁾	\$ 54.19							04/18/2008	04/18/2015	Common Shares	48,077
Option (right to buy) ⁽⁵⁾	\$ 66.34							⁽⁷⁾	08/15/2013	Common Shares	74,429
Option (right to buy) ⁽⁵⁾	\$ 67.26	08/15/2007		A		1		⁽⁸⁾	08/15/2014	Common Shares	56,923

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

08/17/2007

**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) Represents the withholding of shares to satisfy tax withholding obligations of reporting person in connection with the vesting of 6,210 restricted share units.
- (2) Reflects closing price on prior business day.
- (3) Restricted share unit award granted under the Cardinal Health, Inc. 2005 Long-Term Incentive Plan, as amended. Award granted without payment by grantee and vests in three equal annual installments beginning on 8/15/2008.
- (4) Stock option granted pursuant to the Cardinal Health, Inc. Equity Incentive Plan.
- (5) Stock option granted pursuant to the Cardinal Health, Inc. 2005 Long-Term Incentive Plan, as amended.
- (6) Stock option vests in four equal annual installments beginning on 4/18/2006.
- (7) Stock option vests in four equal annual installments beginning on 8/15/2007.
- (8) Stock option vests in three equal annual installments beginning on 8/15/2008.
- (9) Stock option granted without payment by grantee.

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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