

required to respond unless the form displays a currently valid OMB control number.

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 or Value of Underlying Securities (Instr. 3 and 4)
Option (right to buy) ⁽⁴⁾	\$ 27.29	09/15/2009		A	1	⁽⁵⁾ 09/15/2016	Common Shares	206,843
Option (right to buy) ⁽⁷⁾	\$ 27.29	09/15/2009		A	1	⁽⁸⁾ 09/15/2016	Common Shares	206,636

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

James E. Barnett,
Attorney-in-fact
Date: 09/17/2009

__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).

- Represents the withholding of shares to satisfy tax withholding obligations of the reporting person in connection with the receipt of
- (1) 11,756 shares upon the settlement of restricted share units, which settlement should have occurred on January 2, 2009 but did not due to a company administrative error.
 - (2) Reflects closing share price on prior business day.
 - (3) Restricted share units granted under the Cardinal Health, Inc. 2005 Long-Term Incentive Plan, as amended and restated as of November 5, 2008. These restricted share units were granted without payment by the grantee and one-third will vest on September 15, 2010,

Edgar Filing: Henderson Jeffrey William - Form 4

one-third will vest on September 15, 2011 and one-third will vest on September 15, 2012. These restricted share units were granted as part of Cardinal Health, Inc.'s (the "Company's") fiscal 2010 annual grant.

- (4) Stock option granted pursuant to the Cardinal Health, Inc. 2005 Long-Term Incentive Plan, as amended and restated as of November 5, 2008. This stock option was granted as part of the Company's fiscal 2010 annual grant.
 - (5) One-third of this stock option will vest on September 15, 2010, one-third will vest on September 15, 2011 and one-third will vest on September 15, 2012.
 - (6) Stock option granted without payment by grantee.
- Stock option granted pursuant to the Cardinal Health, Inc. 2005 Long-Term Incentive Plan, as amended and restated as of November 5, 2008. This stock option was granted in addition to the fiscal 2010 annual grant in conjunction with the launch of, and related increased focus on, the Company's remaining businesses following the completion of the separation of CareFusion Corporation.
- (8) One-half of this stock option will vest on September 15, 2011 and one-half will vest on September 15, 2012.

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.