

CARDINAL HEALTH INC  
 Form 4  
 October 08, 2008

**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 \*  
**WALTER ROBERT D**

(Last) (First) (Middle)

330 W. SPRING STREET, SUITE 400

(Street)

COLUMBUS, OH 43215

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CARDINAL HEALTH INC [CAH]

3. Date of Earliest Transaction (Month/Day/Year)

10/06/2008

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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Shares                   | 10/06/2008                           |  | M                              |   | 562,500 A \$ 31.167   | 1,981,484  | D   |
| Common Shares                   | 10/06/2008                           |  | F                              |   | 450,249 D \$ 46.12  | 1,531,235  | D   |
| Common Shares                   |                                      |  |                                |   |   | 4,016  | I By ESPP   |
| Common Shares                   |                                      |  |                                |   |   | 250,906  | I By GRAT IX  |
| Common Shares                   |                                      |  |                                |   |   | 282,600  | I By LLC (1)  |

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|               |         |   |                           |
|---------------|---------|---|---------------------------|
| Common Shares | 308,039 | I | By GRAT X                 |
| Common Shares | 205,100 | I | By LLC II <sup>(1)</sup>  |
| Common Shares | 461,718 | I | By GRAT XI                |
| Common Shares | 218,400 | I | By LLC III <sup>(1)</sup> |
| Common Shares | 662,113 | I | By GRAT XII               |
| Common Shares | 383,726 | I | By GRAT XIII              |

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. Price or Value of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |
| Option (right to buy)                      | \$ 31.167  | 10/06/2008                           |  | M                              | 1   | <u>(2)</u>   | 11/15/2009  | Common Shares   | 562,500                    |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
|                                | X             |           |         |       |

WALTER ROBERT D  
330 W. SPRING STREET  
SUITE 400  
COLUMBUS, OH 43215

## Signatures

Aneezal H. Mohamed,  
Attorney-in-fact

10/08/2008

\_\_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) The reporting person holds the controlling interest in, and is the sole manager of the LLC.
- (2) Stock option vested in three equal annual installments beginning on November 15, 2000.
- (3) Stock option was disposed of in connection with its exercise for no additional consideration beyond the option shares.

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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