

WILLIAMS PAUL S

Form 4

February 22, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLIAMS PAUL S

(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)

02/17/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP, CLO & Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 | (A) or (D) | Price |
| Common Shares | 02/17/2005 | | G | V | 122 | D | 11 |
| Common Shares | | | | | | | 7,000 |
| | | | | | | | 1,619 |
| | | | | | | | D |
| | | | | | | | I |
| | | | | | | | By ESPP |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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. Pri Deriv Secur (Instr |
|---|---|---|---|---|---|--|---|------------------------------------|
| | | | | Code | V | (A) | (D) | |
| Option (right to buy) ⁽²⁾ | \$ 36.307 | | | | | 03/02/2001 | 03/02/2008 | Common Shares |
| Option (right to buy) ⁽²⁾ | \$ 43.14 | | | | | 08/11/2001 | 08/11/2008 | Common Shares |
| Option (right to buy) ⁽²⁾ | \$ 47.333 | | | | | 03/01/2002 | 03/01/2009 | Common Shares |
| Option (right to buy) ⁽²⁾ | \$ 31.167 | | | | | 11/15/2002 | 11/15/2009 | Common Shares |
| Option (right to buy) ⁽²⁾ | \$ 66.083 | | | | | 11/20/2003 | 11/20/2010 | Common Shares |
| Option (right to buy) ⁽²⁾ | \$ 65.06 | | | | | 04/23/2004 | 04/23/2011 | Common Shares |
| Option (right to buy) ⁽²⁾ | \$ 68.1 | | | | | 11/19/2004 | 11/19/2011 | Common Shares |
| Option (right to buy) ⁽²⁾ | \$ 67.9 | | | | | 11/18/2005 | 11/18/2012 | Common Shares |
| Option (right to buy) ⁽²⁾ | \$ 67.9 | | | | | 11/18/2005 | 02/18/2013 | Common Shares |
| Option (right to buy) ⁽²⁾ | \$ 61.38 | | | | | 11/17/2006 | 11/17/2013 | Common Shares |

Amount
or
Number
of Shares

| | | | | | |
|--|----------|------------|------------|------------------|--------|
| Option (right to buy) <u>(2)</u> | \$ 44.15 | 08/23/2007 | 08/23/2014 | Common Shares | 65,000 |
|--|----------|------------|------------|------------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WILLIAMS PAUL S 7000 CARDINAL PLACE DUBLIN, OH 43017 | | | EVP, CLO & Secretary | |

Signatures

| | |
|--|------------|
| Paul S. Williams | 02/18/2005 |
| <u> </u> 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) Bona fide gift.
- (2) Stock option granted pursuant to the Cardinal Health, Inc. Equity Incentive Plan.

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.