CARDINAL HEALTH INC

Form 4

November 09, 2007

FORM 4

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

OMB

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

Form 4 or Form 5

SECURITIES

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

Shares

(Print or Type Responses)

` 51	1 /							
1. Name and A LOSH J MIO	Symbol		and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
		CARL	INAL H	IEALTH INC [CAH]	(Check all applicable)			
(Last)	(First) (M	Giddle) 3. Date	of Earliest	Transaction				
	(Month)	Day/Year)	X Director	10	% Owner		
1711 HERO	11/07/	2007		Officer (gives below)	e title Other (specify below)			
	4. If An	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
	Filed(M	Filed(Month/Day/Year)			Applicable Line)			
					X Form filed by One Reporting Person Form filed by More than One Reporting			
BLOOMFIE	ELD HILLS, MI 4	8302			Person	More than One F	Reporting	
(City)	(State)	Zip) Ta	ble I - Nor	n-Derivative Securities Ac	quired, Disposed	of, or Beneficia	ally Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature o	
Security	Security (Month/Day/Year) Execution		Transa	ctionAcquired (A) or	Securities	Form: Direct	Indirect	
(Instr. 2)		onx	Codo	Disposed of (D)	Danafiaially	(D) or	Danafiaial	

•		Table 1 - Non-Derivative Securities Acquired, Disposed of, of Beneficiary Owned							my Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	TransactionAcquired (A) or			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Shares	11/07/2007		A	695 <u>(1)</u>	A	<u>(2)</u>	8,772	D	
Common							1,500	I	In Trust FBO

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

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(3)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	5. oriNumber 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) (4)	\$ 46.293					11/23/1998	11/23/2008	Common Shares	2,160
Option (right to buy) (4)	\$ 29.958					11/03/1999	11/03/2009	Common Shares	3,338
Option (right to buy) (4)	\$ 62.5					11/01/2000	11/01/2010	Common Shares	2,064
Option (right to buy) (5)	\$ 62.5					11/01/2000	11/01/2010	Common Shares	1,136
Option (right to buy) (4)	\$ 63.9					11/07/2001	11/07/2011	Common Shares	2,019
Option (right to buy) (5)	\$ 63.9					11/07/2001	11/07/2011	Common Shares	1,893
Option (right to buy) (4)	\$ 70.01					11/06/2002	11/06/2012	Common Shares	1,843
Option (right to buy) (5)	\$ 70.01					11/06/2002	11/06/2012	Common Shares	1,728
Option (right to buy) (4)	\$ 59					11/05/2003	11/05/2013	Common Shares	2,842
Option (right to buy) (5)	\$ 59					11/05/2003	11/05/2013	Common Shares	2,242
	\$ 44					07/27/2007	07/27/2014		

8. I Der Sec (In:

Option (right to buy) (4)								Common Shares	210,000
Option (right to buy) (4)	\$ 61.79					11/02/2006	11/02/2012	Common Shares	2,714
Option (right to buy) (5)	\$ 61.79					11/02/2006	11/02/2012	Common Shares	684
Option (right to buy) (5)	\$ 63.48					11/08/2007	11/08/2013	Common Shares	3,308
Option (right to buy) (5)	\$ 60.45	11/07/2007	F	A	1	<u>(7)</u>	11/07/2014	Common Shares	3,868
Phantom Stock (9)	(10)					(10)	(10)	Common Shares	3,575

Reporting Owners

Reporting Owner Name / Address	Relationships							
rg	Director	10% Owner	Officer	Other				
LOSH J MICHAEL								
1711 HERON RIDGE DR.	X							
BLOOMFIELD HILLS, MI 48302								

Signatures

Aneezal H. Mohamed, Attorney-in-fact

**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) Restricted share unit award vests on November 7, 2008 except that if the Company's 2008 Annual Meeting of Shareholders (the ?2008 Annual Meeting?) is prior to November 7, 2008, then the restricted share unit award will vest on the date of the 2008 Annual Meeting.
- (2) Restricted share unit award granted under the Cardinal Health, Inc. Amended and Restated Outside Directors Equity Incentive Plan, as amended. Award granted without payment by grantee.
- (3) The filing of this statement shall not be construed as an admission that the reporting person is, for the purpose of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of these shares.
- (4) Stock option granted pursuant to the Cardinal Health, Inc. Amended and Restated Equity Incentive Plan, as amended.
- (5) Stock option granted pursuant to the Cardinal Health, Inc. Amended and Restated Outside Directors Equity Incentive Plan, as amended.
- (6) Stock option granted for compensation as Chief Financial Officer on an interim basis in lieu of cash, salary, bonus or other incentive compensation.

Reporting Owners 3

- (7) Stock option will become exercisable on November 7, 2008 except that if the Company's 2008 Annual Meeting is prior to November 7, 2008, then the stock option will vest on the date of the 2008 Annual Meeting.
- (8) Stock option granted without payment by grantee.
- (9) Phantom stock held under the Company's Deferred Compensation Plan.
- (10) Each share of phantom stock is the economic equivalent of one common share. The shares of phantom stock become payable, in cash or common shares, at the election of the reporting person, at least six months after termination from board service.

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.