

CARDINAL HEALTH INC
Form 4
November 09, 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 *
MCCOY JOHN B

2. Issuer Name and Ticker or Trading Symbol
CARDINAL HEALTH INC [CAH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
191 W. NATIONWIDE
BLVD., SUITE 625

3. Date of Earliest Transaction
(Month/Day/Year)
11/07/2007

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

COLUMBUS, OH 43215

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Shares	11/07/2007		A	695 ⁽¹⁾ D ₍₂₎	1,653	D	
Common Shares					19,407	I	By FLITE Trust
Common Shares					6,436	I	By trust FBO his son
Common Shares					9,488	I	By GRATs ⁽³⁾
Common Shares					27,981	I	By GRAT 2006 ⁽⁴⁾

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Common Shares 18,334 ⁽⁵⁾ I By GRAT 2007 ⁽⁵⁾

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 Amount of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) ⁽⁶⁾	\$ 46.293					11/23/1998	11/23/2008	Common Shares	2,160
Option (right to buy) ⁽⁶⁾	\$ 29.958					11/03/1999	11/03/2009	Common Shares	3,338
Option (right to buy) ⁽⁶⁾	\$ 62.5					11/01/2000	11/01/2010	Common Shares	2,064
Option (right to buy) ⁽⁷⁾	\$ 62.5					11/01/2000	11/01/2010	Common Shares	1,136
Option (right to buy) ⁽⁶⁾	\$ 63.9					11/07/2001	11/07/2011	Common Shares	2,019
Option (right to buy) ⁽⁷⁾	\$ 63.9					11/07/2001	11/07/2011	Common Shares	1,893
Option (right to buy) ⁽⁶⁾	\$ 70.01					11/06/2002	11/06/2012	Common Shares	1,843

Option (right to buy) <u>(7)</u>	\$ 70.01					11/06/2002	11/06/2012	Common Shares	1,728
Option (right to buy) <u>(6)</u>	\$ 59					11/05/2003	11/05/2013	Common Shares	2,842
Option (right to buy) <u>(7)</u>	\$ 59					11/05/2003	11/05/2013	Common Shares	2,242
Option (right to buy) <u>(6)</u>	\$ 54.2					12/08/2004	12/08/2014	Common Shares	3,094
Option (right to buy) <u>(7)</u>	\$ 54.2					12/08/2004	12/08/2014	Common Shares	2,441
Option (right to buy) <u>(6)</u>	\$ 61.79					11/02/2006	11/02/2012	Common Shares	2,714
Option (right to buy) <u>(7)</u>	\$ 61.79					11/02/2006	11/02/2012	Common Shares	684
Option (right to buy) <u>(7)</u>	\$ 63.48					11/08/2007	11/08/2013	Common Shares	3,308
Option (right to buy) <u>(7)</u>	\$ 60.45	11/07/2007		A	1	<u>(8)</u>	11/07/2014	Common Shares	3,868
Phantom Stock <u>(10)</u>	<u>(11)</u>					<u>(11)</u>	<u>(11)</u>	Common Shares	4,889

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCOY JOHN B 191 W. NATIONWIDE BLVD. SUITE 625 COLUMBUS, OH 43215	X			

Signatures

Aneezal H. Mohamed,
Attorney-in-fact

11/08/2007

**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) 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) Represents shares held by two GRATs established on 10/18/05 and 9/01/06 (See footnote 5).
- (4) John B. McCoy 12-5-06 Grantor Retained Annuity Trust #1, John B. McCoy Trustee ("GRAT 2006").
John B. McCoy 11-5-07 Grantor Retained Annuity Trust, John B. McCoy Trustee ("GRAT 2007") was funded on November 5, 2007
- (5) with 8,637 shares transferred from the GRAT established on 10/18/05 and 9,697 shares transferred from the GRAT established on 9/01/06.
- (6) Stock option granted pursuant to the Cardinal Health, Inc. Amended and Restated Equity Incentive Plan, as amended.
- (7) Stock option granted pursuant to the Cardinal Health, Inc. Amended and Restated Outside Directors Equity Incentive Plan, as amended.
- (8) 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.
- (9) Stock option granted without payment by grantee.
- (10) Phantom stock held under the Company's Deferred Compensation Plan.
- (11) 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.

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