

WATKINS CAROLE S
Form 4
September 02, 2009

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 *
WATKINS CAROLE 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)
09/01/2009

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)
Chief HR Officer

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 | 09/01/2009 | | A ⁽¹⁾ | | 1,505 | A | 2 |
| Common Shares | | | | | | | 2,146 |
| Common Shares | | | | | | | 3,890 |
| | | | | | | D | By 401(k) Plan |
| | | | | | | I | By ESPP |

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

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SEC 1474 (9-02)

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 of Derivative Security (Instr. 3) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|-----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Option (right to buy) | \$ 32.33 | 09/01/2009 | | A ⁽¹⁾ | 1 | ⁽³⁾ | 08/23/2014 | Common Shares | 42,800 | (4) |
| Option (right to buy) | \$ 41.1 | 09/01/2009 | | A ⁽¹⁾ | 1 | ⁽⁵⁾ | 08/15/2015 | Common Shares | 40,794 | (4) |
| Option (right to buy) | \$ 22.9 | 09/01/2009 | | A ⁽¹⁾ | 1 | ⁽⁶⁾ | 08/15/2013 | Common Shares | 5,284 | (4) |
| Option (right to buy) | \$ 22.9 | 09/01/2009 | | A ⁽¹⁾ | 1 | ⁽⁷⁾ | 11/18/2012 | Common Shares | 3,190 | (4) |
| Option (right to buy) | \$ 22.9 | 09/01/2009 | | A ⁽¹⁾ | 1 | ⁽⁷⁾ | 09/02/2012 | Common Shares | 4,262 | (4) |
| Option (right to buy) | \$ 22.9 | 09/01/2009 | | A ⁽¹⁾ | 1 | ⁽⁷⁾ | 11/17/2013 | Common Shares | 6,494 | (4) |
| Option (right to buy) | \$ 22.9 | 09/01/2009 | | A ⁽¹⁾ | 1 | ⁽⁷⁾ | 02/04/2013 | Common Shares | 643 | (4) |
| Option (right to buy) | \$ 22.9 | 09/01/2009 | | A ⁽¹⁾ | 1 | ⁽⁷⁾ | 07/20/2012 | Common Shares | 1,482 | (4) |
| Option (right to buy) | \$ 22.9 | 09/01/2009 | | A ⁽¹⁾ | 1 | ⁽⁷⁾ | 07/20/2012 | Common Shares | 342 | (4) |
| | \$ 22.9 | 09/01/2009 | | A ⁽¹⁾ | 1 | ⁽⁸⁾ | 08/15/2014 | | 3,866 | (4) |

Option
(right to
buy)

Common
Shares

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WATKINS CAROLE S 7000 CARDINAL PLACE DUBLIN, OH 43017 | | | Chief HR Officer | |

Signatures

/s/ Carole S.

Watkins

09/02/2009

__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).
- Pursuant to the anti-dilution provisions of this grant, the number of shares subject to it (and for options, the exercise price) was adjusted in conjunction with the Issuer's spin-off of CareFusion Corp. The terms of this adjustment were approved by the Issuer's Human Resources and Compensation Committee.
- (1) Award granted without payment by grantee. One-half of these restricted share units will vest on 8/15/2010 and one-half will vest on 8/15/2011.
 - (2) These options are currently exercisable.
 - (3) Award granted without payment by grantee.
 - (4) One-third of these options are currently exercisable, one-third will vest on 8/15/2010, and one-third will vest on 8/15/2011.
 - (5) Three-quarters of these options will vest on 7/20/2010 and one-quarter will vest on 8/15/2010.
 - (6) These options will vest on 7/20/2010.
 - (7) Two-thirds of these options will vest on 7/20/2010 and one-third will vest on 8/15/2010.

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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