

CARDINAL HEALTH INC

Form 4

December 09, 2004

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 *
OHALLERAN MICHAEL D

(Last) (First) (Middle)

**200 EAST RANDOLPH, 3RD
FLOOR**

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CARDINAL HEALTH INC [CAH]

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

12/08/2004

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)
Common Shares			Code V	Amount (D) Price	7,500	D	

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
displays a currently valid OMB control
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (right to buy) <u>(1)</u>	\$ 53.042					02/04/1999	02/04/2009	Common Shares	2,828	
Option (right to buy) <u>(2)</u>	\$ 62.5					11/01/2000	11/01/2010	Common Shares	3,200	
Option (right to buy) <u>(1)</u>	\$ 63.9					11/07/2001	11/07/2011	Common Shares	2,019	
Option (right to buy) <u>(2)</u>	\$ 63.9					11/07/2001	11/07/2011	Common Shares	1,893	
Option (right to buy) <u>(1)</u>	\$ 70.01					11/06/2002	11/06/2012	Common Shares	1,843	
Option (right to buy) <u>(2)</u>	\$ 70.01					11/06/2002	11/06/2012	Common Shares	1,728	
Option (right to buy) <u>(1)</u>	\$ 59					11/05/2003	11/05/2013	Common Shares	2,842	
Option (right to buy) <u>(2)</u>	\$ 59					11/05/2003	11/05/2013	Common Shares	2,242	
Option (right to buy) <u>(1)</u>	\$ 54.2	12/08/2004		A	1	12/08/2004	12/08/2014	Common Shares	3,094	\$
Option (rigiht to buy) <u>(2)</u>	\$ 54.2	12/08/2004		A	1	12/08/2004	12/08/2014	Common Shares	2,441	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OHALLERAN MICHAEL D 200 EAST RANDOLPH 3RD FLOOR CHICAGO, IL 60601	X			

Signatures

Michael D. O'Halleran	12/08/2004
**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) Stock options granted pursuant to the Cardinal Health, Inc. Equity Incentive Plan.
- (2) Stock options granted pursuant to the Cardinal Health, Inc. Outside Directors 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.
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