

PARRISH MARK W

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 *
PARRISH MARK W

(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 ____ Other (specify
below) below)

Chmn & CEO-PDPS

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)
Common Shares	02/17/2005		M ⁽¹⁾	17,820	A \$ 14.667	26,452	D
Common Shares	02/17/2005		S ⁽¹⁾	8,875	D \$ 57.3	17,577	D
Common Shares						1,786	I By 401(k) plan
Common Shares						2,388	I By ESPP
Common Shares						143	I By Deferred Compensation Plan

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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. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (right to buy) ⁽²⁾	\$ 14.667	02/17/2005		M	1	03/06/1998	03/06/2005	Common Shares	17,820	\$
Option (right to buy) ⁽³⁾	\$ 17.74					03/04/1999	03/04/2006	Common Shares	16,604	
Option (right to buy) ⁽³⁾	\$ 24.147					10/03/1999	10/03/2006	Common Shares	8,442	
Option (right to buy) ⁽³⁾	\$ 27.053					03/03/2000	03/03/2007	Common Shares	12,992	
Option (right to buy) ⁽³⁾	\$ 27.693					08/24/2000	08/24/2007	Common Shares	6,525	
Option (right to buy) ⁽³⁾	\$ 36.307					03/02/2001	03/02/2008	Common Shares	10,394	
Option (right to buy) ⁽³⁾	\$ 43.14					08/11/2001	08/11/2008	Common Shares	7,875	
Option (right to buy) ⁽³⁾	\$ 47.333					03/01/2002	03/01/2009	Common Shares	14,898	

Option (right to buy) ⁽³⁾	\$ 31.167	11/15/2002	11/15/2009	Common Shares	28,877
Option (right to buy) ⁽³⁾	\$ 66.083	11/20/2003	11/20/2010	Common Shares	21,620
Option (right to buy) ⁽³⁾	\$ 68.75	07/02/2004	07/02/2011	Common Shares	6,500
Option (right to buy) ⁽³⁾	\$ 68.1	11/19/2004	11/19/2011	Common Shares	26,725
Option (right to buy) ⁽³⁾	\$ 67.9	11/18/2005	11/18/2012	Common Shares	32,401
Option (right to buy) ⁽³⁾	\$ 62.48	01/08/2006	01/08/2013	Common Shares	16,000
Option (right to buy) ⁽³⁾	\$ 61.38	11/17/2006	11/17/2013	Common Shares	5,000
Option (right to buy) ⁽³⁾	\$ 61.38	11/17/2006	11/17/2013	Common Shares	44,477
Option (right to buy) ⁽³⁾	\$ 44.15	08/23/2007	08/23/2014	Common Shares	85,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARRISH MARK W 7000 CARDINAL PLACE DUBLIN, OH 43017			Chmn & CEO-PDPS	

Signatures

Mark W. Parrish 02/17/2005

⁽³⁾Signature of Date
Reporting Person

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).

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- The Reporting Person was issued a stock option to purchase 17,820 shares by Cardinal Health, Inc. on 03/06/1995, with an expiration of 03/06/2005. In light of the expiration date, the Reporting Person exercised such option in full and sold a total of 8,875 of such exercised shares to pay the option price and taxes. The remaining exercised shares have been credited to a directly-held account in the name of the Reporting Person.
- (1)
 - (2) Stock option granted pursuant to the Cardinal Health, Inc. Stock Incentive Plan.
 - (3) 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.

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