

CARDINAL HEALTH INC
Form 4
November 10, 2014

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 *
Blake Mark R

(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)
11/07/2014

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)
EVP - Strategy & Corp. Dev.

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Shares	11/07/2014		M		7,404 A \$ 41.6	29,993	D
Common Shares	11/07/2014		M		8,307 A \$ 39.81	38,300	D
Common Shares	11/07/2014		M		6,777 A \$ 51.49	45,077	D
Common Shares	11/07/2014		S		24,668 D \$ 79.5	20,409	D

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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 41.6	11/07/2014		M	7,404	<u>(1)</u> 08/15/2021	Common Shares	7,404
Employee Stock Option (right to buy)	\$ 39.81	11/07/2014		M	8,307	<u>(2)</u> 08/15/2022	Common Shares	8,307
Employee Stock Option (right to buy)	\$ 51.49	11/07/2014		M	6,777	<u>(3)</u> 08/15/2023	Common Shares	6,777

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blake Mark R 7000 CARDINAL PLACE DUBLIN, OH 43017			EVP - Strategy & Corp. Dev.	

Signatures

/s/ Elaine S. Natsis,
Attorney-in-fact

11/10/2014

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) The option, representing a right to purchase a total of 22,212 shares, vested and became exercisable in three equal installments on August 15, 2012, August 15, 2013 and August 15, 2014.
- (2) The option, representing a right to purchase a total of 24,920 shares, vested and became exercisable 33% on August 15, 2013 and 33% on August 15, 2014. The remaining 33% vests on August 15, 2015.
- (3) The option, representing a right to purchase a total of 20,332 shares, vested and became exercisable 33% on August 15, 2014. The remaining 67% vests in two equal installments on August 15, 2015 and August 15, 2016.

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.