

Barrett George S  
Form 4  
September 02, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Barrett George S

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)  
7000 CARDINAL PLACE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
09/01/2009

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

DUBLIN, OH 43017

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

(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 (D) Price			
Common Shares	09/01/2009		A <sup>(1)</sup>	18,285 A <sup>(2)</sup>	108,099	D	
Common Shares	09/01/2009		A <sup>(1)</sup>	4,235 A <sup>(3)</sup>	112,334	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 number.**

SEC 1474 (9-02)

## Edgar Filing: Barrett George S - Form 4

**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)	\$ 44.16	09/01/2009		A <sup>(1)</sup>	1	(4)		02/15/2015	02/15/2015	Common Shares	293,629
Option (right to buy)	\$ 41.1	09/01/2009		A <sup>(1)</sup>	1	(6)		08/15/2015	08/15/2015	Common Shares	114,787

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barrett George S 7000 CARDINAL PLACE DUBLIN, OH 43017	X		Chairman and CEO	

## Signatures

/s/ Aneezal H. Mohamed,  
Attorney-in-fact

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
- (1) 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.
  - (2) Award granted without payment by grantee. One-half of these restricted share units will vest on 2/15/2010 and one-half will vest on 2/15/2011.
  - (3) 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.
  - (4) One-third of these options are currently exercisable, one-third will vest on 2/15/2010, and one-third will vest on 2/15/2011.
  - (5) Award granted without payment by grantee.

## Edgar Filing: Barrett George S - Form 4

(6) 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.

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.