

Henderson Jeffrey William  
 Form 4/A  
 August 28, 2008

**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 \*  
 Henderson Jeffrey William

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)  
 08/15/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Financial Officer

DUBLIN, OH 43017  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 08/19/2008

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 (A) or (D) Price   |  |                                   |
| Common Shares                   | 08/15/2008                           |  | F(1)                           |   | 1,487 (1) \$ 55.56 (1) 48,140   | D  |                                   |
| Common Shares                   | 08/15/2008                           |  | F(2)                           |   | 1,119 (2) \$ 55.56 (2) 47,021   | D  |                                   |
| Common Shares                   | 08/15/2008                           |  | F(3)                           |   | 1,853 (3) \$ 55.56 (3) 45,168   | D  |                                   |

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

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

Table with 10 columns: 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. 5), 9. Number of Derivative Securities Beneficially Owned (Instr. 5), 10. Reporting Person's Title and Position (Instr. 5). Includes sub-headers for Date Exercisable and Expiration Date, and Amount or Number of Shares.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address and Relationships. Relationships include Director, 10% Owner, Officer, and Other. Entry for Henderson Jeffrey William, 7000 CARDINAL PLACE, DUBLIN, OH 43017, Chief Financial Officer.

Signatures

Jeffrey W. Henderson 08/28/2008

\*\*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) Represents withholding of shares to satisfy tax withholding obligations of reporting person in connection with the vesting of 3,544 restricted share units. This Amendment is being filed solely to reflect recalculation of the tax withholding obligations, resulting in withholding of 354 additional shares, at the same price, as was reported on the reporting person's Form 4 filed August 19, 2008.
(2) Represents withholding of shares to satisfy tax withholding obligations of reporting person in connection with the vesting of 2,667 restricted share units. This Amendment is being filed solely to reflect recalculation of the tax withholding obligations, resulting in withholding of 266 additional shares, at the same price, as was reported on the reporting person's Form 4 filed August 19, 2008.
(3) Represents withholding of shares to satisfy tax withholding obligations of reporting person in connection with the vesting of 4,415 restricted share units. This Amendment is being filed solely to reflect recalculation of the tax withholding obligations, resulting in withholding of 442 additional shares, at the same price, as was reported on the reporting person's Form 4 filed August 19, 2008.

## Edgar Filing: Henderson Jeffrey William - Form 4/A

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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