OHALLERAN MICHAEL D

Form 4

September 02, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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subject to Section 16. Form 4 or Form 5 obligations may continue.

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if no longer

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

1(b).

Common

Shares

08/31/2009

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * OHALLERAN MICHAEL D		erson * 2. Issuer Symbol	Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M		CARDINAL HEALTH INC [CAH] 3. Date of Earliest Transaction					(Check all applicable)			
200 EAST R FLOOR	ay/Year) 009	msuction			Director 10% Owner Officer (give titleX Other (specify below) Former Director						
		. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
CHICAGO,							Form filed by More than One Reporting Person				
(City)	(State)	Zip) Table	e I - Non-D	erivative :	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly 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. Secur onAcquired Disposed (Instr. 3,	d (A) od d of (D 4 and (A) or))	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	08/31/2009		D <u>(1)</u>	695	D	\$0	9,526	D			

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

 $D^{(1)}$

1,068 D

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\$ 0 8,458

D

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transacti Code (Instr. 8)	5. onNumber of Derivativ Securitie Acquirec (A) or Disposec of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day, we ss i	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (right to buy)	\$ 45.77	09/01/2009		A(3)	1	<u>(4)</u>	11/01/2010	Common Shares	3,148	<u>(2)</u>
Option (right to buy)	\$ 46.79	09/01/2009		A(3)	1	<u>(4)</u>	11/07/2011	Common Shares	1,862	<u>(2)</u>
Option (right to buy)	\$ 46.79	09/01/2009		A(3)	1	<u>(4)</u>	11/07/2011	Common Shares	1,986	<u>(2)</u>
Option (right to buy)	\$ 51.27	09/01/2009		A(3)	1	<u>(4)</u>	11/06/2012	Common Shares	1,813	<u>(2)</u>
Option (right to buy)	\$ 51.27	09/01/2009		A(3)	1	<u>(4)</u>	11/06/2012	Common Shares	1,700	<u>(2)</u>
Option (right to buy)	\$ 43.21	09/01/2009		A(3)	1	<u>(4)</u>	11/05/2013	Common Shares	2,205	(2)
Option (right to buy)	\$ 43.21	09/01/2009		A(3)	1	<u>(4)</u>	11/05/2013	Common Shares	2,796	<u>(2)</u>
Option (right to buy)	\$ 39.69	09/01/2009		A(3)	1	<u>(4)</u>	12/08/2014	Common Shares	3,044	<u>(2)</u>
Option (right to buy)	\$ 39.69	09/01/2009		A(3)	1	<u>(4)</u>	12/08/2014	Common Shares	2,401	<u>(2)</u>
Option (right to	\$ 45.25	09/01/2009		A(3)	1	<u>(4)</u>	11/02/2012	Common Shares	2,670	(2)

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buy)										
Option (right to buy)	\$ 45.25	09/01/2009	A(3)	1		<u>(4)</u>	11/02/2012	Common Shares	673	<u>(2)</u>
Option (right to buy)	\$ 46.49	09/01/2009	A(3)	1		<u>(4)</u>	11/08/2013	Common Shares	3,254	<u>(2)</u>
Option (right to buy)	(1)	09/01/2009	D <u>(1)</u>		1	<u>(1)</u>	11/07/2014	Common Shares	3,868	<u>(1)</u>
Option (right to buy)	(1)	09/01/2009	D <u>(1)</u>		1	<u>(1)</u>	11/05/2015	Common Shares	7,177	<u>(1)</u>

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

OHALLERAN MICHAEL D 200 EAST RANDOLPH, 3RD FLOOR

Former Director

Signatures

CHICAGO, IL 60601

huw)

/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, this award has been cancelled in conjunction with the Issuer's distribution of CareFusion Corp. The terms of this cancellation were approved by the Issuer's Human Resources and Compensation Committee.
- (2) Granted without payment by grantee.
- 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 conjunction with the Issuer's spin-off of CareFusion. The terms of this adjustment were approved by the Issuer's Human Resources and Compensation Committee.
- (4) These options are fully exercisable.

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.

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