

WALTER ROBERT D  
Form 4  
April 11, 2005

**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 \*  
WALTER ROBERT D

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)  
04/11/2005

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Shares                   | 04/11/2005                           |  | S(1)                           |   | 65,000(1)   | D  | \$ 55.5162(2)   |
| Common Shares                   |                                      |  |                                |   | 2,389   | I  | By ESPP   |
| Common Shares                   |                                      |  |                                |   | 192,350   | I  | By GRAT VIII  |
| Common Shares                   |                                      |  |                                |   | 419,110   | I  | By GRAT IX  |
|                                 |                                      |  |                                |   | 500,000   | I  |   |

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|               |                    |   |  |                       |
|---------------|--------------------|---|--|-----------------------|
| Common Shares |                    |   |  | By LLC <u>(3)</u>     |
| Common Shares | 591,803            | I |  | By GRAT X             |
| Common Shares | 300,000            | I |  | By LLC II <u>(3)</u>  |
| Common Shares | 700,000 <u>(4)</u> | I |  | By GRAT XI <u>(4)</u> |

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

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SEC 1474  
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable      Expiration Date                    | Title      Amount or Number of Shares                         |
| Option (right to buy) <u>(5)</u>           | \$ 17.74   |                                      |  |                                |   | 03/04/1999      03/04/2006                               | Common Shares      89,207                                     |
| Option (right to buy) <u>(5)</u>           | \$ 27.053  |                                      |  |                                |   | 03/03/2000      03/03/2007                               | Common Shares      100,409                                    |
| Option (right to buy) <u>(5)</u>           | \$ 27.14   |                                      |  |                                |   | 07/21/2000      07/21/2007                               | Common Shares      45,000                                     |
| Option (right to buy) <u>(5)</u>           | \$ 36.307  |                                      |  |                                |   | 03/02/2001      03/02/2008                               | Common Shares      96,402                                     |
| Option (right to buy) <u>(5)</u>           | \$ 43.14   |                                      |  |                                |   | 08/11/2001      08/11/2008                               | Common Shares      135,000                                    |
| Option (right to buy) <u>(5)</u>           | \$ 47.333  |                                      |  |                                |   | 03/01/2002      03/01/2009                               | Common Shares      187,500                                    |
| Option (right to buy) <u>(5)</u>           | \$ 31.167  |                                      |  |                                |   | <u>(6)</u> 11/15/2009                                    | Common Shares      1,425,000                                  |

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|   |           |            |            |               |         |
|---|-----------|------------|------------|---------------|---------|
| Option (right to buy) <sup>(5)</sup>                | \$ 66.083 | 11/20/2003 | 11/20/2010 | Common Shares | 272,384 |
| Option (right to buy) <sup>(5)</sup>                | \$ 68.1   | 01/15/2006 | 11/19/2011 | Common Shares | 440,529 |
| Option (right to buy) <sup>(5)</sup> <sup>(7)</sup> | \$ 67.9   | 11/18/2005 | 11/18/2012 | Common Shares | 486,009 |
| Option (right to buy) <sup>(5)</sup> <sup>(7)</sup> | \$ 61.38  | 11/17/2006 | 11/17/2013 | Common Shares | 507,086 |
| Option (right to buy) <sup>(5)</sup> <sup>(7)</sup> | \$ 44.15  | 08/23/2007 | 08/23/2014 | Common Shares | 562,500 |
| Stock Appreciation Right <sup>(8)</sup>             | \$ 44.15  | 08/23/2007 | 08/23/2014 | Common Shares | 142,483 |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| WALTER ROBERT D<br>7000 CARDINAL PLACE<br>DUBLIN, OH 43017 | X             |           | Chairman and CEO |       |

## Signatures

Robert D. 04/11/2005  
Walter

       <sup>\*\*</sup>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).

The sale reported on this Form 4 was effected pursuant to a 10b5-1 plan established by the reporting person on March 1, 2005, when the reporting person was not aware of material non-public information about the Company. The Company filed a Form 8-K on March 4, 2005, disclosing, among other things, an Item 8.01 Other Events disclosure that the reporting person entered into a 10b5-1 plan.

- (1) Weighted average sale price from 56 different transactions with prices ranging from \$55.40 to \$55.65. The details of these transactions by sale price are as follows: 3,900 shares at \$55.40, 2,700 shares at \$55.42, 200 shares at \$55.44, 2,600 shares at \$55.46, 8,000 shares at \$55.47, 4,500 shares at \$55.48, 100 shares at \$55.49, 1,300 shares at \$55.50, 1,100 shares at \$55.51, 3,100 shares at \$55.52, 21,700 shares at \$55.53, 1,500 shares at \$55.54, 4,500 shares at \$55.55, 1,000 shares at \$55.59, 3,500 shares at \$55.60, 200 shares at \$55.61, 4,600 shares at \$55.62, and 500 shares at \$55.65.
- (2) The reporting person holds the controlling interest in, and is the sole manager of, the LLC.
- (3) These 700,000 shares were transferred from direct beneficial ownership and contributed to a new grantor retained annuity trust (GRAT XI), of which the reporting person is the grantor and trustee, on 3/29/05.
- (4) Stock option granted pursuant to the Cardinal Health, Inc. Equity Incentive Plan.
- (5) Stock option vested in three equal annual installments beginning on 11/15/00. The Company has previously identified an issue with respect to this award granted in November 1999, and stated in its Form 10-K for the fiscal year ended June 30, 2004 that the option award was in excess of that permitted to be granted to a single individual during any fiscal year under the Company's Equity Incentive Plan, and

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that the Compensation Committee is currently exploring alternatives to substitute the remaining portion of the stock option granted to the reporting person in excess of the 562,500 shares with equivalent value.

- (7) Stock option granted pursuant to the reporting person's Employment Agreement with Cardinal Health dated November 20, 2001, as amended and restated as of February 1, 2004 (the "Employment Agreement").
- (8) Deferred Payment Stock Appreciation Right granted in partial fulfillment of the Company's obligations to the reporting person pursuant to the Employment Agreement.

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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